BOOK 15 PAGE 00 01

. APPROVED FOR RECORD

5-27-92 at 8:42 a.m.

## CERTIFICATE OF AMENDMENT P.G. CORRIDOR I LIMITED PARTNERSHIP

The undersigned certify as follows with respect to P.G. Corridor I Limited Partnership, a Maryland limited partnership (the "Partnership"):

- I. <u>Partnership Name</u>. Prior to the effective date of the Third Amendment to the Limited Partnership Agreement of the Partnership, the name of the partnership was "P.G. CORRIDOR I LIMITED PARTNERSHIP". As of the effective date of the Third Amendment, the name of the Partnership is "P.G. CORRIDOR/VIKING LIMITED PARTNERSHIP".
- II. <u>Amendment</u>. The name of the Parthership is amended to be "P.G. CORRIDOR/VIKING LIMITED PARTNERSHIP". The name and address of each of the partners of the Partnership is as set forth in Exhibit A attached hereto and made a part hereof.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment as of this  $7^n$  day of <u>FERWIARY</u>, 1992.

#### GENERAL PARTNER

THE CULLEY LIVING TRUST, a Trust u/t/a dated January 24, 1986

erant B. Culley, Jr.

By: Suzanne LaFollette Culley
Co-Trustee

LIMITED PARTNER

VIKING PARTNERS, INC., a California Corporation

By: Suzanne Culley, President

RECEIVED

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STATE DEPT. OF

SSESSMENTS & TAXAT

21488251

1992 SEP 20 PH 12: 03

800K 15 PAGE 00 02

\$865,000.00<sup>2</sup>

#### EXHIBIT A

GENERAL PARTNER

PARTNERSHIP INTEREST

CAPITAL

Viking Partners, Inc.

51.00%

The Culley Living Trust, as a general partner, is contributing all of its right, title and interest in and to that certain parcel of land containing approximately 4.995 acres of land located and situate in Corridor Industrial park in the Sixth Election District of Howard County, Maryland, the agreed net fair market value of which is \$335,000.00 in cash to the Partnership.

Viking Partners, Inc. is contributing \$665,000.00 in cash to the Partnership. In addition, Viking is pledging certain collateral as security for a loan to the Partnership, the agreed net fair market value of which is \$200,000.00.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY: SWS

# BOOK 15 PAGE 0 0 0 4

CERTIFICATE OF AMENDMENT OF P.G. CORRIDOR I LIMITED PARTNERSHIP CHANGING ITS NAME TO: P.G. CORRIDOR/VIKING LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMEN	T OF ASSESSMENTS AND TAXATION
APPROVED AND RECEIVED FOR RECORD BY	A AA AC IN

OF MARYLAND MAY

27, 1992 AT 8:42 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

50.00

M2054344

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: THOITS, LOVE, HERSHBERGER&MCLEAN ATTN: MELODY MCGRUDER 525 UNIVERSITY AVE., STE. 1200 CA 94301 PALO ALTO

> > 232C3052708

A 392857



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

DOMESTIC CORPORATION

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

State Department of Assessments and Taxation Baltimore, Maryland

BOOK 15 PAGE 0005

Pursuant to the provisions of Section 2-108 of the Maryland General Corporation Law, the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation Maryland:

- (1) That under resolution adopted by the Board of Directors of the corporation on February 3, 1992, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to The Prentice-Hall Corporation System, Maryland, whose post office address is 1123 North Eutaw Street, Baltimore, Maryland 21201. The resident agent so designated is a corporation of the State of Maryland.
- (2) That under resolution adopted by the Board of Directors of the corporation on February 3, 1992, a certified copy of which is filed herewith, the principal office of the corporation in the State of Maryland has been changed from James S. Jacobs, Esq. 6741 Baymeadow Drive, Glen Burnie, Maryland 21061 to 6691 Baymeadow Drive, Glen Burnie, Maryland 21060-6485.

1992 SEP 30 FH 12: 03

CALAIS DEVELOPMENT LIMITED PARTNERSHIP

Bv

Alfred Carfora, President

Dated: May 15 ,1992

21498412

RECEIVED
22 MRY 28 AM 9 50
STATE BEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS

5-28-92 at 9:50 A.m.

#### MARYLAND RESOLUTION Change of Agent (Domestic)

RESOLVED, that The Prentice-Hall Corporation System, Maryland, 1123 North Eutaw Street, Baltimore, Maryland 21201 be and it hereby is designated as Resident Agent of this corporation in lieu of James S. Jacobs and that the proper officer of the corporation is authorized to file a Notice to that effect.

FURTHER RESOLVED, that the principal office of the corporation in the State of Maryland be and it is hereby changed to 6691 Baymeadow Drive, Glen Burnie, Maryland 21060-6585 and that the proper officer of the corporation is authorized to file a Notice to that effect.

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON
Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 8(19) 301 West Preston Street Ballimore, Maryland 21201

BOOK 15 PAGE 0007

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# BOOK 15 PAGE 00 08

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
CALAIS DEVELOPMENT LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD OF MARYLAND MAY 28, WITH LAW AND ORDERED RECORDED.	BY THE STATE DEPARTMENT OF	F ASSESSMENTS A O'CLOCK	AND TAXATION  A. M. AS IN CONFORMITY
ORGANIZATION AND CAPITALIZATION FEL PAID:	RECORDING FEE PAID:	<u> </u>	SPECIAL FEE PAID:
TO THE CLERK OF THE COURT OF	M2733095  ANNE ARUND	EL COUNTY	ALL INDORSEMENTS THEREON

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THE PRENTICE-HALL CORPORATION
SYSTEM, MARYLAND
1123 N. EUTAW ST.
BALTIMORE
MD 21201



232C3052684
A 392835

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### RITCHIE WAY LIMITED PARTNERSHIP CERTIFICATE OF LIMITED PARTNERSHIP

Ritchie Way Limited Partnership, a Maryland limited partnership (the "Partnership"), by action of its sole General Partner, certifies:

- 1. Name. The name of the Partnership is "Ritchie Way Limited Partnership".
- 2. Principal Office and Resident Agent. The address of the principal office of the Partnership is 992 Stonington Drive, Arnold, Maryland 21012. The name and address of the resident agent of the Partnership are Ritchie Way Corporation, and 992 Stonington Drive, Arnold, Maryland 21012.
- 3. <u>General Partner</u>. The name and business address of the sole General Partner of the Partnership are Ritchie Way Corporation, and 992 Stonington Drive, Arnold, Maryland 21012.
- 4. Dissolution. The latest date upon which the Partnership is to dissolve is December 31, 2032.

IN WITNESS WHEREOF, the sole General Partner of the Partnership has executed this Certificate on this 200 day of May 1992.

ATTEST:

Secretary

Ritchie Way Corporation, General Partner

Richard E. Hug, RICHARD E. Hug

10228/BLUTAX

1992 SE 30 PH 12: 03

## STATE OF MARYLAND

. WILLIAM DONALD SCHAEFER
Governor

LLOYD W JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

ROOK 15 PAGE 00 10

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# BOOK 15 PAGE 0 0 11

CERTIFICATE OF LIMITED PARTNERSHIP RITCHIE WAY LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE

2, 1992 AT 10:58

O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

M3442860

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: VENABLE, BAETJER & HOWARD 2 HOPKINS PLAZA 1800 MERCANTILE BANK & TRUST BLDG MD 21201 BALTIMORE

> > 23603050505

A 393340



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DITA. THE TO THE SECONDARY

BOOK 15 PAGE 0012

6-18-92

### THIRD CERTIFICATE OF AMENDMENT TO THE

UNION FALLS HYDROPOWER LIMITED PARTNERSHIP CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

Pursuant to Section 10-202 of the Maryland Revised Uniform Limited Partnership Act

I

The name of the limited partnership is Union Falls Hydropower Limited Partnership.

II

- 1. In accordance with Article XI, Section 11.3 the Agreement of Limited Partnership is hereby amended as of March 29, 1988 to show the assignment of all general partner interest from Synergics, Inc., a Maryland Corporation ("SI") to Union Falls Hydro, Inc. a Maryland Corporation ("UF") a wholly owned subsidiary of SI.
- Union Falls Limited Partnership Agreement dated April 30, 1986, Certificate of Amendment dated February 27, 1987, (First Amendment) and Certificate of Amendment dated March 6, 1987 (Second Amendment) are to be corrected to replace SI, with its principal place of business at 191 Main Street, Annapolis, Maryland 21401, 28 General 21708087

1992 SEP 30 PH 12: 03

CO CHEATE

## BOOK 15 PAGE 0013

Partner to UF, with its principal place of business at 191 Main Street, Annapolis, Maryland 21401, as General Partner.

IN WITNESS WHERE, the parties have executed this Third Certificate of Amendment as of the date first above written.

UNION FALLS HYDRO, INC. a general partner

By \_\_\_\_

UF, INC.,
a limited partner

By \_\_/

SYNERGICS, INC. withdrawing general partner

By \_\_\_

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PAGE 00 14

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CERTIFICATE OF AMENDMENT UNION FALLS HYDROPOWER LIMITED PARTNERSHIP

BOOK 15 PAGE 00 15

APPROVED AND RECEIVED FOR RECOR	18, 1992 AT	8:21 O'CLOCK	A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:		SPECIAL FEE PAID:

M2125946

50.00

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SYNERGICS, INC. JUDITH KELLEY 191 MAIN STREET ANNAPOLIS

MD 21401



252C3052575 A 384615

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

800K 15 PAGE OO 16 EMPORIA HYDROPOWER LIMITED PARTNERSHIP

191 Main Street Annapolis, Maryland 21401 (410) 268-8820

May 11, 1992

State of Maryland State Department of Assessments and Taxation 301 West Preston Street 8th Floor Baltimore, Maryland 21201

APPROVED FOR RECORD

STATE Date.

AND WAYAULGH

RE:

Change of Address Emporia Hydropower Limited Partnership Account No. M1781046

Dear Sir/Madam:

This is to inform you that the address of the principal office and resident agent office has changed for Emporia Hydropower Limited Partnership effective the date of this filing as follows:

PRINCIPAL OFFICE ADDRESS:

FROM (OLD):

Synergics, Inc. 410 Severn Avenue, Suite 313 Annapolis, Maryland 21403

TO (NEW):

Synergics, inc. 191 Main Street

Annapolis, Maryland 21401

RESIDENT AGENT OFFICE ADDRESS:

FROM (OLD):

Synergics, Inc. 410 Severn Avenue, Suite 313 Annapolis, Maryland 21403

TO (NEW):

Synergics, Inc. 191 Main Street

Annapolis, Maryland 21401

If you have any questions regarding this matter please do not hesitate to contact me.

Sincerely,

Wayne L. Rogers President, Synergics, Inc.

General Partner

WLR/jak

1992 SEP 30 PM 12: 03

21778069 3428 2820

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore. Maryland 21201

BOOK 15 PAGE 00 17

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		Consolidation)				
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APPROVED BY:

# BOOK 15 PAGE 0018

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
EMPORIA HYDROPOWER LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 18, 1992 AT 8:22 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

FEE PAID:

SPECIAL

10.00

M1781046

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: SYNERGICS, INC. ATTN: JUDITH KELLEY 191 MAIN ST. ANNAPOLIS

MD 21401

252C3052578

A 395176



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3428 2819

The undersigned, constituting all of the general and limited partners of Catering at the Belvedere Limited Partnership, desire to form a limited partnership pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act and certify to the State Department of Assessments and Taxation of Maryland as follows:

- 1. The name of the limited partnership is "Catering at the Belvedere Limited Partnership" (hereinafter the "Partnership").
- 2. The purposes for which the Partnership is formed are (a) to acquire a leasehold interest and to operate all of the facilities identified as Commercial Units 1-A, 1-C, 2 and 3 of the Condominium Site Plan and Development Plan of the Belvedere Condominium, together with an undivided percentage interest in the common elements thereof, located at 1 East Chase Street, Baltimore City, Maryland, (b) to acquire, own, hold, lease, develop, manage, operate, substantially rehabilitate, sell and otherwise deal with said real property located at 1 East Chase Street, Baltimore City, Maryland, and (c) to do any and all things necessary, convenient, or incidental to the achievement of the foregoing.
- 3. The address of the principal office of the Partnership is 7514 Ritchie Highway, Glen Burnie, Maryland 21061 and the name and address of the resident agent of the Partnership is

DECEMBER OF STREET

BOOK 15 PAGE 0 0 20

Theodore A. Offit, Esquire, 8 Park Center Court, Suite 200, Owings Mills, Maryland 21117.

- 4. The name and home or business address of each Partner is set forth on Schedule A attached hereto.
- 5. The amount of cash contributed and to be contributed to the capital of the Partnership by each Partner is as set forth on Schedule A attached hereto.
- 6. No Limited Partner, in his or its capacity as a Limited Partner, shall be required to contribute to the Partnership, nor shall be personally liable for any liabilities of the Partnership, in addition to the amount set forth on Schedule A attached hereto.
- 7. No Limited Partner has the right to grant the right to become a Limited Partner to an assignee of any part of his or its Partnership interest, except with the consent of the General Partner.
- 8. Prior to the dissolution and winding up of the business of the Partnership, no Partner may withdraw from the Partnership except as provided by the Maryland Revised Uniform Partnership Act.
- 9. Distributions from the Partnership before a Partner's withdrawal and before the dissolution and winding up of the business of the Partnership shall be at the times and in the amounts as determined by the General Partner.
- 10. No Partner shall have the right to receive, nor shall a General Partner make distributions to a Partner which include a

#### BOOK 15 PAGE 0 0 21

return of all or any part of the Partner's contribution prior to such Partner's withdrawal or the winding up and dissolution of the Partnership.

11. The Partnership shall be dissolved and its affairs wound up at the earlier of May 31, 2042 or an event stated in the Maryland Revised Uniform Limited Partnership Act.

12. The remaining General Partner(s), if any, shall have the right to continue the Partnership on the happening of an event of withdrawal of a General Partner.

IN WITNESS WHEREOF, the General Partner and the Limited Partners acknowledge that this Certificate of Limited Partnership is their act, and further acknowledge under penalties of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Certificate of Limited Partnership as of this \_\_\_\_\_ day of June, 1992.

WITNESS/ATTEST:	CATERING AT THE BELVEDERE, INC. General Partner
	By: Phomas E. Stuehler, President
	Thomas E. Stuehler, Limited Partner
	Nancy Stuehler, Limited Partner

BOOK 15 PAGE  $0 \land 22$  SCHEDULE A TO CERTIFICATE OF LIMITED PARTNERSHIP

Name and Address	Capital Contribution	Percentage of <u>Interest</u>
GENERAL PARTNER		10
Truffles and Flourishes, Inc. 7514 Ritchie Highway Glen Burnie, Maryland 21061	\$50,000.00	1%
LIMITED PARTNERS		
Thomas E. Stuehler and	\$ 1.00	99%
Nancy Stuehler 11205 Falls Road Lutherville, Maryland 21093		

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor



Department of Assessments and Taxation CHARTER DIVISION

Room 809

301 West Preston Street Baltimore, Maryland 21201

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APPROVED BY:

BOOK 15 PAGE 0 n 24

CERTIFICATE OF LIMITED PARTNERSHIP CATERING AT THE BELVEDERE LIMITED PARTNERSHIP

		SESSMENTS AND TAXATION
APPROVED AND RECEIVED FOR OF MARYLAND JUNE WITH LAW AND ORDERED REC	R RECORD BY THE STATE DEPARTMENT OF ASS 19, 1992 AT 3:57 O'C	P. M. AS IN CONFORMITY
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ORGANIZATION AND CAPITALIZATION FEE PAID:	s	5
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M3451689

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS TO THE CLERK OF THE COURT OF BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: THOMAS E. STUEHLER 11205 FALLS ROAD LUTHERVILLE

MD 21093

A 394696



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2427 2251 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

800K 15

PAGE 0 - 25

APPROVED FOR RECORD

6-19.92 at.

AMENDED AND SUBSTITUTED CERTIFICATE OF LIMITED PARTNERSHIP OF

#### AUTUMN WOODS LIMITED PARTNERSHIP

The undersigned, desiring that the AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF AUTUMN WOODS LIMITED PARTNERSHIP be amended and substituted, do hereby acknowledge and certify:

- The name of the Partnership (the "Partnership") is: Autumn Woods Limited Partnership.
- 2. The address of the principal office of the Partnership is: 8930 Baltimore Street, Savage, Maryland 20763. The name and address of the resident agent of the Partnership is: Steven N. Storch, 8930 Baltimore Street, Savage, Maryland 20763.
- 3. The names and business addresses of the General Partners are: Steven N. Storch, 8930 Baltimore Street, Savage, Maryland 20763 and Storch Realty, Inc., 8930 Baltimore Street, Savage, Maryland 20763.
- 4. The latest date upon which the Partnership is to dissolve is: December 31, 2035.
- This Amended and Substituted Certificate of Limited Partnership shall amend and thereby substitute for the previously filed certificates of limited partnership of the Partnership.

IN WITNESS WHEREOF, the General Partners have executed this Amended and Substituted Certificate of Limited Partnership as of the 20th day of May , 1992.

WITNESS:

GENERAL PARTNERS:

STEVEN N. STORCH

(SEAL)

(SEAL)

dkh:stchaw.cer/amend

STORCH REALTY, INC.

Steven N. Storch,

es I Wd 67 NM Ch.

RECEIVED

1997 SET 30 PH 12: 03

3429 0261



PAGE  $0^- 26$ BOOK 15

# State of Maryland Stale Department of Assessments and Taxation Gene L Burner. Director

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CERTIFICATE OF AMENDMENT
OF
AUTUMN WOODS LIMITED PARTNERSHIP

OF MARYLAND	JUNE	19, 1992 AT	1:33	O.CFOCK	P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

50.00

M1767748

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MILES & STOCKBRIDGE
ATTN: RICHARD LEVINE
10 LIGHT STREET
BALTIMORE

MD 21202

ASSESSMEA.

POSISION IN THE

251C3052408

A 395033

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3429 0260

STATE DEPARTMENT OF ASSESSMENTS . AND TAXATION

BOOK 15

APPROVED FOR RECORD

AMENDED AND SUBSTITUTED at \_ CERTIFICATE OF LIMITED PARTNERSHIP

STORCH WOODS II LIMITED PARTNERSHIP

The undersigned, desiring that the AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF STORCH WOODS II LIMITED PARTNERSHIP be amended and substituted, do hereby acknowledge and certify:

- The name of the Partnership (the "Partnership") is: Storch Woods II Limited Partnership.
- 2. The address of the principal office of the Partnership is: 8930 Baltimore Street, Savage, Maryland 20763. The name and address of the resident agent of the Partnership is: Steven N. Storch, 8930 Baltimore Street, Savage, Maryland 20763.
- 3. The names and business addresses of the General Partners are: Steven N. Storch, 8930 Baltimore Street, Savage, Maryland 20763 and Storch Realty, Inc., 8930 Baltimore Street, Savage, Maryland 20763.
- The latest date upon which the Partnership is to dissolve is: December 31, 2028.
- This Amended and Substituted Certificate of Limited Partnership shall amend and thereby substitute for the previously filed certificates of limited partnership of the Partnership.

IN WITNESS WHEREOF, the General Partners have executed this Amended and Substituted Certificate of Limited Partnership as of the <u>20th</u>day of <u>May</u>, 1992.

WITNESS:

GENERAL PARTNERS:

STORCH REALTY, INC.

RECEIVED

Steven N. Storch,

President

3429 0267

(SEAL)

1992 SH 30 PH 12: 04



# STATE OF MARYLAND State Department of Assessments and Taxation Gene L Burner, Director

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APPROVED BY: DUS

BOOK 15 PAGE  $0\frac{1}{2}30$ 

CERTIFICATE OF AMENDMENT OF STORCH WOODS II LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR	RECORD BY THE STATE DE	PARTMENT C	F ASSESSMENT	S AND IAXAHON
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OF MARYLAND JUNE

19, 1992 AT

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WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

50.00

M1953744

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: MILES & STOCKBRIDGE ATTN: ICHARD LEVINE 10 LIGHT STREET BALTIMORE

MD 21202

251C3052410

A 395035



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.3429 0266

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 15 . PAGE 0 = 31

APPROVED FOR RECORD

AMENDED AND SUBSTITUTEDAT CERTIFICATE OF LIMITED PARTNERSHIP OF

#### STORCH WOODS ASSOCIATES LIMITED PARTNERSHIP

The undersigned, desiring that the AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF STORCH WOODS ASSOCIATES LIMITED PARTNERSHIP be amended and substituted, do hereby acknowledge and certify:

- The name of the Partnership (the "Partnership") is: Storch Woods Associates Limited Partnership.
- The address of the principal office of the Partnership is: 8930 Baltimore Street, Savage, Maryland 20763. The name and address of the resident agent of the Partnership is: Steven N. Storch, 8930 Baltimore Street, Savage, Maryland 20763.
- The names and business addresses of the General Partners are: Steven N. Storch, 8930 Baltimore Street, Savage, Maryland 20763 and Storch Realty, Inc., 8930 Baltimore Street, Savage, Maryland 20763.
- The latest date upon which the Partnership is to dissolve is: December 21, 2025.
- This Amended and Substituted Certificate of Limited Partnership shall amend and thereby substitute for the previously filed certificates of limited partnership of the Partnership.

IN WITNESS WHEREOF, the General Partners have executed this Amended and Substituted Certificate of Limited Partnership as of the 20th day of May , 1992.

WITNESS:

dkb:stchas.cer/amend

GENERAL PARTNERS:

SPEVEN N. STORCH

STORCH REALTY, INC.

Steven N. Storch,

President

MOITAXAT & STNAM22322A 40.TGS JIATS

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RECEIVED

3429 0264

(SEAL)

(SEAL)

1992 SEP 30 PH 12: 04



# State OF MARYLAND Stale Department of Assessments and Taxation Gene L Burner, Director

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CERTIFICATE OF AMENDMENT OF STORCH WOODS ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE

19, 1992 AT

1:33 O'CLOCK

P • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID.

50.00

M1816404

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: MILES & STOCKBRIDGE ATTN: ICHARD LEVINE 10 LIGHT STREET BALTIMORE

MD 21202

A 395034

HIT ASSESSAL

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3429 0263

# CERTIFICATE OF AMENDMENT

THIS CERTIFICATE OF AMENDMENT is made this 65 day of 1991, by the undersigned parties.

We, the undersigned, constituting all of the general partners Family Limited Partnership, hereby certify that:

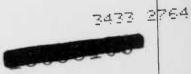
WITNESSETH:

Throughout this Certificate, any word or words that are defined in the Maryland Revised Uniform Limited Partnership Act, as amended from time to time ("MRULPA"), shall have the same meaning as provided in the MRULPA, and the word or words listed below within quotation marks shall be deemed to include the word or words which follow them:

- "Certificate" This Certificate of Amendment.
- "Partnership" This Limited Partnership.
- The name of the Partnership 48 "Jabin b"

  Resident Partnership Name. Family Limited Partnership".
  - Principal Office and Resident Agent. principal office of the Partnership in this State is 7310 Edgewood Road, Annapolis, Maryland 21403. The name and address of the resident agent of the Partnership in this State are Bert Jabin, 7310 Edgewood Road, Annapolis, Maryland 21403.
  - Names and Addresses of General Partner. The name and the business, residence, or mailing address of the general partners are set forth on the signature page hereof.
  - 4. Partnership Formed Before July 1, 1982. 2The Rartnership was formed on January 6, 1981 between Bert Jabin, as general partner, and





# BOOK 15 PAGE 0 - 35

Roderick S. Jabin, as limited partner pursuant to the terms and conditions of the Certificate of Limited Partnership of Jabin Family Limited Partnership (hereinafter referred to as the "Certificate of Limited Partnership"). The Certificate of Limited Partnership was filed with the Circuit Court of Anne Arundel County on February 9, 1981 at Book 14, page 75.

- 5. Dissolution. The latest date upon which the Partnership is to dissolve is December 31, 2006.
- 6. Amendment to Certificate. The Certificate of Limited
  Partnership is amended as follows:

Bert Jabin, the general partner, has transferred 25% of his general partnership interest in the Partnership to Carol Jabin of 7310 Edgewood Road, Annapolis, Maryland 21403.

IN WITNESS WHEREOF, this Certificate of Amendment has been signed this 15 day of \_\_\_\_\_\_, 1991.

GENERAL PARTNERS:

Bert Jabin

7310 Edgewood Good

Business, Residence or Mailing Address

Carol Jabin

7310 Edgewood Road

Business, Residence or Mailing Address

B05216JS.CER

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 Preston Street Daitimore, Maryland 21201

BOOK 15 PAGE 0 - 3

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	Consolidation) Rec. Fee (Transfer)	Change of Name
4	Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Principal Office
55	Rec. Fee (Revival)	Change of Resident Agent
66	Foreign Qualification	Change of Resident Agent
52	Cert. of Qual. or Reg.	Address
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51	Certified Copy	Designation of Resident Agent
13	Penalty	and Resident Agent's Address
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

JABIN FAMILY LIMITED PARTNERSHIP

BOOK 15 PAGE 0 37

ADDROVED AND RECEIVED FOR	RECORD BY THE STATE DEPARTMENT	OF ASSESSMENTS AND	TAXATION

OF MARYLAND JULY

13, 1992 AT

11:56 O'CLOCK

A .M. AS IN CONFORMITY

(PRIOR TO 7-1-82)
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

50.00

M3466620

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: HARTMAN AND CRAIN 2660 RIVA ROAD 4TH FLOOR ANNAPOLIS

MD 21401

01203061357

A 396717



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

BOOK 15 PAGE 0 38

APPROVED FOR PAYMENT

6-29-92 at 12:44 p.m.

CERTIFICATE OF LIMITED PARTNERSHIP

3.8

OF

RIVA COMMUNICATIONS LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP (hereinafter referred to as the "Certificate") is made this 25th day of June, 1992, by Osprey Investment Company, a Maryland Corporation, and The Baldwin Corporation, a Maryland Corporation, as the General Partner.

### EXPLANATORY STATEMENT

The Baldwin Corporation, desiring to organize a limited partnership under and pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act, hereby forms a limited partnership for the purposes and on the terms and conditions the Maryland State Department of Assessments and Taxation as follows:

- 1. The name of the Partnership shall be "Riva Communications Limited Partnership".
- 2. The Partnership is formed for the purposes of applying for licenses for, constructing and operating one or more cellular communications facilities for the purposes of purchasing and operating equipment and other real and personal property used or useful in connection with said facility(ies) and to engage in any consistent with the terms and conditions of the Partnership Agreement.
- 3. The address of the principal office of the Partnership is One Church View Road, Millersville, MD 21108. The name and address of the resident agent of the Partnership is The Baldwin Corporation, One Church View Road, Millersville, MD 21108.
  - 4. The name and business address of the General Partner is:

The Baldwin Corporation
One Church View Road XXI 7 SINGUSSESSE
Millersville, MD 211080 1d30 31715

44 SI MA 29 PM IS 44

(adm\rivacom.cer)

1

RECEIVED

21818549 0240

139311111-0 1111

## BOOK 15 PAGE 0 39

- 5. The relations of the partners and the affairs of the Partnership shall be governed by a partnership agreement (the "Partnership Agreement") which may be amended from time to time by the partners of the Partnership.
- 6. The latest date upon which the Partnership shall be dissolved and its affairs wound up shall be December 31, 2040.

IN WITNESS WHEREOF, the General Partner acknowledges that this Certificate of Limited Partnership is its act, and further acknowledges, under penalties of perjury, to the best of its knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Certificate of Limited Partnership under seal as of the day and year first above written.

WITNESS:

GENERAL PARTNER:

The Baldwin Corporation

Thomas I. Baldwin, President

## .STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0 - 40

DOCUME	NT CODE _				COUNTY	
#		P.A Religiou	rs C	lose	Stock	Nonstock
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20	-300 0 10 000	Organ. & Capitalization				
61		Rec. Fee (Arts. of Inc.)				
62	-	Rec. Fee (Amendment)				THEFE?
63		Rec. Fee (Merger or				
		Consolidation)		Change of	Name	
64		Rec. Fee (Transfer)		Change of	Principal	Office
65		Rec. Fee (Dissolution) Rec. Fee (Revival)		Change of	Resident	Agent
66		Foreign Qualification		Change of	Resident	Agent
52		Cert. of Qual. or Reg.		Address		
50		Foreign Name Registration		Resignat	ion of Resi	dent Agent
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56		For. Supplemental Cert.		Other Cha	ange	
54		Foreign Resolution				
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76		Certificate of Merger/Transfer				
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75		Special Fee				
80		For. Limited Partnership				
83	50	Cert. Limited Partnership		ATTENTION:_		
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APPROVED BY: 3.9

# BOOK 15 PAGE 0-41

CERTIFICATE OF LIMITED PARTNERSHIP RIVA COMMUNICATIONS LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR OF MARYLAND JUNE WITH LAW AND ORDERED REC	29, 1992 AT	12:44	ASSESSMENT O'CLOCK	P • M. AS IN CONFORMITY
ORGANIZATION AND CAPITALIZATION FLE PAID:	S	ECORDING EEE PAID: 50 • 00		SPECIAL EEE PAID:

M3459088

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: JEANETTE REDD OSPREY INVESTMENT COMPANY 2661 RIVA RD., BLDG. 700, STE. 2 MD 21401 ANNAPOLIS

> > 00403060238

A 395675



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

. BOOK 15 PAGE 0 42. 39.

APPROVED FOR PAYMENT

CERTIFICATE OF AMENDMENT

#### Bonaventure Group Limited Partnership

The Limited Partnership Agreement (hereinafter the Agreement) dated April 25, 1991 for the limited partnership known as Bonaventure Group Limited Partnership (hereinafter the Partnership) is hereby amended this 27th day of May, 1992 as follows:

- 1. The term of the Partnership is extended so that, unless sooner terminated pursuant to the further provisions of the Agreement, the Partnersuip shall continue until the close of business on December 31, 1994.
- 2. Except as amended herein the Agreement is ratified and confirmed and shall remain in full force and effect.

In Witness Whereof, the parties have executed this Certificate of Amendment as of the day and year first written above.

itness:	General Partners
Luciay Charles C	Lawrence J. White
Leving Con Co	Limited Partners Lawrence J. White Lawrence V. White
fraces (boles	QE Capital Corporation  By: Maurice W. Harr, President
MOITAXAT & SINAMARRA	RJR Associates, Ltd.  By: Robut J. Rochette  Robert J. Rochette, Vice  President
1100 75	

SECTIVED AM 8 27

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## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator PS



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PAGE 0 43

DOCUME	NT CODE _	20 BUSIN	ESS CODE		COUNTY	_52_
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20		Organ. & Capitalization				
61		Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or Consolidation)		Change	of Name	
64		Rec. Fee (Transfer)		Change	of Principa	1 Office
65		Rec. Fee (Dissolution)		Change	of Resident	Agent
66		Rec. Fee (Revival) Foreign Qualification	_	Change	of Resident	Agent
52		Cert. of Qual. or Reg.		Addres	s	
50		Foreign Name Registration	1	Resign	ation of Res	ident Agent
51		Certified Copy	·	Design	ation of Res	ident Agent
13		Penalty		and Re	sident Agent	's Address
56		For. Supplemental Cert.		Other	Change	
54		Foreign Resolution				
53		Certificate of Conveyance	e			
73		Certificate of conveyance				
76		Certificate of Merger/Tr	ansfer			
				Code		
75		Special Fee				
80	~~~	For. Limited Partnership				
83	~~~	Cert. Limited Partnersh	nip	ATTENTIO	N:	
84	50	Amendment to Limited Par	tnership			
85		Termination of Limited	Partnership			
21		Recordation Tax				
22		State Transfer Tax				
23		Local Transfer Tax				
31		Corp. Good Stand	ding	MATI TO A	DODESCO HO	rrison
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APPROVED BY:

E431 1512

## BOOK 15 PAGE 0 44

CERTIFICATE OF AMENDMENT

OF

BONAVENTURE GROUP LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE

30, 1992 AT

8:27 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND

RECORDING

SPECIAL FEE PAID:

50.00

M3208287

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HARRISON B. WETHERILL, JR.
ATTORNEY AT LAW
198 WEST STREET
ANNAPOLIS
MD 21401

005C3060491

A 395892



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# H. H. BUNKER & SONS, INC. ARTICLES OF SALE AND TRANSFER 7-6-42

ARTICLES OF SALE AND TRANSFER entered into this day of June, 1992, by and between H. H. BUNKER & SONS, INC., a Maryland Corporation, (hereinafter sometimes referred to as "Transferor"), and RITCHIE WAY LIMITED PARTNERSHIP or assigns (hereinafter sometimes referred to as the "Transferee").

#### THIS IS TO CERTIFY:

1 3 3 3 3 3 3

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, address and state of incorporation of each corporate party to these Articles of Sale and Transfer are as follows:

- (a) Transferor is H. H. Bunker & Sons, Inc., a corporation organized under the laws of the State of Maryland on the 24th day of September, 1952, located at 825 Ritchie Highway, Severna Park, Maryland 21146.
- (b) Transferee is a Maryland Limited Partnership located at 992 Stonington Drive, Arnold, Maryland 21012.

THIRD: The nature and the amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein is Three Hundred Thousand Dollars (\$300,000.00) to be paid by Transferee to Transferor.

FOURTH: The principal office of Transferor is in Severna Park, Anne Arundel County, State of Maryland. The only County in which Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records, is Name Arundel County.

FIFTH: The location of the principal office of Transferee in the State of Maryland is 992 Stonington Drive, Arnold, Maryland 21012. Prior to the purchase of the assets herein Transferee owned other property in this State.

SIXTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of Transferor as

herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon to the stockholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

Approval of the Articles of Sale and Transfer was given by the stockholders of Transferor entitled to vote thereon, and is filed with the Minutes of the proceedings of the stockholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: As to the Transferee, these Articles of Transfer were approved by the Transferee.

EIGHTH: Now, therefore, in consideration of the payment by Transferee of Three Hundred Thousand Dollars (\$300,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

All that lot and parcel of ground containing one acre, more or less, known as 825 Ritchie Highway, Severna Park, Maryland, 21146, and more particularly described in a Deed dated November 8, 1961, and recorded among the Land Records of Anne Arundel County at Book 1522, page 475, and more particularly described on a Plat drawn by James T. Hicks, registered surveyor, in 1953, which Plat is recorded among the Land Records of Anne Arundel County at Liber 802, page 468, a copy of which is attached hereto as Exhibit A and incorporated herein by reference.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed, and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland Limited Partnership and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the laws applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, H. H. Bunker & Sons, Inc., and Ritchie Way Limited Partnership or assigns, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the Transferor by its president or vice-president and attested by its secretary, and by the Transferee, as of this 3 day of 3 4 5 6 7, 1992.

ATTEST:

TRANSFEROR:

H. H. BUNKER & SONS, INC.

By: Paymond J. Bunker, Sr., Vice President

WITNESS:

TRANSFEREE:

RITCHIE WAY LIMITED PARTNERSHIP

RITCHIE WAY CORPORATION

By: Richard E. Hug, President (Seal)

THE UNDERSIGNED, Vice President of H. H. Bunker & Sons, Inc., a Maryland Corporation, who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

ATTEST:

H. H. BUNKER & SONS, INC.

By: Like E Busker (Seal)
Hilda Bunker, Secretary

By Kumord J Burke & (Seal)
Raymond L. Bunker, Sr., Vice President

THE UNDERSIGNED, Ritchie Way Limited Partnership, Transferee, by Ritchie Way Corporation, General Partner, by Richard E. Hug, President, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the Partnership's name, the foregoing Articles of Sale and Transfer to be his proper act and deed and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein are true in all material respects, under the penalties of perjury.

BOOK 15 PAGE 0 48

WITNESS:

RITCHIE WAY LIMITED PARTNERSHIP by RITCHIE WAY CORPORATION

By: Richard E. Hug, President (Seal)

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0 - 49

Sons, In	P.A Religi  H. Bunker 4  10257774	Surviving (Transferee)	Ritchie Way Partmership 13442860
ODE AMOUNT	FEE REMITTED  Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	Name Change (New Name)	
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75 80 83 84 85 21 22 23 3000 31 NA 87 71 600	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partne Termination of Limited Part Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Financial	rship Of Officership MAIL Standing Personal	FINTION: M. Willson  Jutt, TV  TO ADDRESS:
70	Property Reports andlate filing penalties Change of P.O., R.A. or R. Amend/Cancellation, For. LOther	A.Aimited Part.	

APPROVED BY:

BOOK 15 PAGE 0 - 50

ARTICLES OF TRANSFER H. H. BUNKER & SCNS, INC. (A MD CORP.) AND

TRANSFEROR

RITCHIE WAY LIMITED PARTNERSHIP (A MD LIMITED PARTNERSHIP)

TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY

6, 1992 AT

O'CLOCK 8:10

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

CERT. OF CONV.-ANNE ARUNDEL COUNTY

\$24.00 TOTAL

M3442860

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: BLUMENTHAL, WAYSON, OFFUTT, KLOS & DELAVAN, P.A. POST OFFICE BOX 868 121 CATHEDRAL STREET ANNAPOLIS

MD 21404 0868

A 396097



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

### LIMITED PARTNERSHIP OF JABIN FAMILY LIMITED PARTNERSHIP

RECEIVED

THIS AMENDMENT NO. 2 TO AGREEMENT OF LIMITED

PARTNERSHIP OF JABIN FAMILY LIMITED PARTNERSHIP

("Amendment") is made as of this \_\_\_\_\_\_ day of December, 1991, among BERT JABIN ("Bert"), CAROL H. JABIN ("Carol"), RODERICK S. JABIN ("Roderick"), DIRK A. JABIN ("Dirk"), MATTHEW B. JABIN ("Matthew"), JAN A. JABIN (now known as Jan J. Southern) ("Jan"), VICKI L. WHALEN ("Vicki"), MARY B. LENHERT ("Mary") (Dirk, Matthew, Jan, Kathleen, Vicki, Linda and Mary, being referred to collectively as the "Children").

#### **EXPLANATORY STATEMENT**

- Jabin Family Limited Partnership (the "Partnership") is a Maryland limited partnership which was formed pursuant to an Agreement of Limited Partnership made as of January 6, 1981 (the "Original Agreement"), and a Certificate of Limited Partnership filed with the Maryland State Department of Assessments and Taxation on February 9, 1981.
- The purposes of this Amendment are to reflect that Bert and Carol B. have each conveyed a limited partnership interest to some of the Children.

NOW, THEREFORE, in consideration of the Explanatory Statement and other good and valuable consideration, the parties mutually agree and covenant as follows:

Bert and Carol have each conveyed 1.25% of their respective 1. limited partnership interests in the Partnership in total to some of the Children.

- 1. Bert and Carol have each conveyed 1.25% of their respective limited partnership interests in the Partnership in total to some of the Children. As a result of such conveyances, Bert and Carol have each retained for him or herself a 0.5% general partnership interest in the Partnership, and each of the Children has the limited partnership interest in the Partnership as set forth in Schedule A hereto.
- 2. Schedule A as annexed to the Original Agreement is hereby deleted and replaced by Schedule A as annexed to this Amendment.
- 3. The Original Agreement, as amended hereby, is ratified and affirmed in all respects and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties have signed this Amendment No. 3 to Agreement of Limited Partnership as of the date first above written.

WITNESS:

**GENERAL PARTNERS:** 

Bert Jabin

Caroc V.

(SEAL)

BOOK 15 PAGE 0 7 5 3

## LIMITED PARTNERS:

Sugar Suther	Best John Bert Jabin	(SEAL)
Show h Sutter	Carol Jabin	(SEAL)
Sugar Jula	Roderick S. Jabin	(SEAL)
Jugan A Julia	Dirk Jalin Dirk A. Jabin	(SEAL)
Sugar Sullan	Matthew B. Jabin	(SEAL)
Sugar Suthe	Jan A. Jabin	C(SEAL)
Dynk Nuly	Wicki L. Whalen	(SEAL)
Sugar Sutte	Mary B. Lenhert	(SEAL)

## YACHT ENTERPRISES LIMITED PARTNERSHIP

### SCHEDULE A

	Capital	Percentage
Name and Address	Contribution*	Interest
General Partners:		
Bert Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$20,000.00	0.5%
Carol H. Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$20,000.00	0.5%
Limited Partners:		
Bert Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$2,920,000.00	73.0%
Carol H. Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$930,000.00	\$23.25%
Roderick S. Jabin 7364 Edgewood Road Annapolis, Maryland 21403	\$10,000.00	0.25%
Dirk A. Jabin 226 Haverton Lane Arnold, Maryland 21037	\$20,000.00	0.5%
Matthew B. Jabin 1067 Cedar Ridge Court Annapolis, Maryland 21403	\$20,000.00	0.5%
Jan A. Jabin Rt. 1, Box 588 Rustburg, Virginia 24588	\$20,000.00	0.5%

800K 15 PAGE 055 0.5% \$20,000.00 Vicki L. Whalen 1540 Beachview Drive Virginia Beach, Virginia 23464 0.5% \$20,000.00 Mary B. Lenhert Rt. 2, Box 160K Charleston, West Virginia 25414 100% \$4,000,000.00 TOTAL

1E30691.AMD

<sup>\*</sup>Represents the agreed fair market value of the interests in the Realty initially contributed to the capital of the Partnership, taking into account existing liabilities to which the Realty was subject at the time of such contribution.

## STATE OF MARYLAND.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

 ${\tt BOOK}~15$ 

PAGE 0 56

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rging ransferor)		Surviv (Trans	ing feree)		
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4	Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance		Change Change Change Addres Resign Design	of Name of Principa of Resident of Resident s nation of Res nation of Res esident Agent Change	Agent Agent ident Agen ident Agen 's Address
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	Check	Cash	NOTE:		

APPROVED BY:

(2012 Julings)

BOOK 15 PAGE 0 57

CERTIFICATE OF AMENDMENT OF JABIN FAMILY LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY

1

13, 1992 AT 11:57 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID:

M3466620

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: HARTMAN AND CRAIN 2660 RIVA ROAD 4TH FLOOR ANNAPOLIS

MD 21401

A 397001

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3434 1370



# CERTIFICATE OF AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF QUINCY LIMITED PARTNERSHIP

28

THIS CERTIFICATE OF AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF QUINCY LIMITED PARTNERSHIP is dated the 24 day of Feb., 1992.

WHEREAS, the Certificate and Agreement of Limited Partnership of QUINCY Limited Partnership was recorded with the Maryland State Department of Assessments and Taxation on August 19, 1987 as Identification No. M2397727; and

WHEREAS, Paul M. McConnell has resigned as a general partner of the limited partnership effective as of March 8, 1989 and, with the consent of all partners, has become a limited partner of the limited partnership with the same Percentage of Partnership Interest.

WITNESSETH, the Certificate and Agreement of Limited Partnership of Quincy Limited Partnership is hereby amended in the following respects:

Section 4 (a) is amended to change the status of Paul M. McConnell from general partner to limited partner.

IN WITNESS WHEREOF, a general partner and Paul M. McConnell, as withdrawing general partner and limited partner, have executed this Certificate of Amendment as of the day and year first above written.

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR PAYMENT

7-15-92 at 10:300 m.

21978421

WLB:26384.1:10/15/91

PAGE 0 59 · воок 15

WITNESS:

EMORY HOLDINGS II LIMITED PARTNERSHIP

R. Clayton Emory, General Partner General Partner

Paul M. McConnell
Withdrawing General Partner
and Limited Partner

## . STATE OF MARYLAND

WILLIAM DONALD SCHAEFER - Governor . •

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation GHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PAGE 0-60

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		Consolidation)		Change	of Name	
4		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change	of Principal	Office
5		Rec. Fee (Revival)		Change	of Resident A	Agent
2		Foreign Qualification			of Resident	Agent
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1		Foreign Name Registration	- I	Resign	ation of Residation of Resid	dent Agent
3		Certified Copy		Design	sident Agent'	s Address
6		Penalty Cost			Change	
4		For. Supplemental Cert. Foreign Resolution				
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		Property Reports and				
		late filing penalties				
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91		Amend/Cancellation, For. Lim				
		Other				
TOTA	AL /					
FEES	\$ \$ 50	.00				

APPROVED BY:

# BOOK 15 PAGE 0 61

CERTIFICATE OF AMENDMENT
OF
QUINCY LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 15, 1992 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

50.00

M2397727

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
OBER, KALER, GRIMES AND SHRIVER
ATTN: J. DORING LLOYD
120 EAST BALTIMORE ST.
BALTIMORE
MD 21202 1643

OF MARYLA TO MAR

014€3061698 A 397018

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEFAT WAT OF ASSESSMENTS WILKINSON PLAZA LIMITED PARTNERSHIP FOR REGORD CERTIFICATE OF LIMITED PARTNERSHIP

7-23-9701 - 84800

RECEIVED

THIS CERTIFICATE OF LIMITED PARTNERSHIP (hereinafter by WILKINSON PLAZA CORPORATION, a Maryland corporation and '92 JUL 23 General Partner of the Partnership, and DEERPOND, INC., a ASSESSMENTS Maryland corporation and General Partner of the Partnership.

#### RECITALS

WILKINSON PLAZA LIMITED PARTNERSHIP (the "Partnership") is hereby organized under the Maryland Revised Uniform Limited Partnership Act (the "Act"). The General Partners of the Partnership hereby certify as follows:

- The business of the Partnership shall be conducted under the name "Wilkinson Plaza Limited Partnership." The Partners will enter into an Agreement of Limited Partnership (the "Partnership Agreement"), and the business and affairs of the Partnership shall be governed by the Partnership Agreement.
- The address of the principal office of the Partnership is 49 Old Solomons Island Road, Suite 301, Annapolis, Maryland 21401.
- The name and address of the Resident Agent of the Partnership is David R. Priddy, 49 Old Solomons Island Road, Suite 301, Annapolis, Maryland 21401.
- The name and business addresses of the General Partners of the Partnership are:
  - (i) Wilkinson Plaza Corporation 49 Old Solomons Island Road, Suite 301 Annapolis, Maryland 21401
  - (ii) Deerpond, Inc. 3701 St. Barnabas Road Suitland, Maryland 20746
- 5. The Partnership shall be dissolved and its affairs wound up at the earlier to occur of December 31, 1999, or in an event stated in the Act or the Partnership Agreement.

IN WITNESS WHEREOF, each undersigned General Partner acknowledges that this Certificate of Limited Partnership is its act, and further acknowledges, under penalties of perjury

# BOOK 15 PAGE 0-63

to the best of its knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and each General Partner has executed this Certificate of Limited Partnership under seal as of the day and year first above written.

ATTEST:

WILKINSON PLAZA CORPORATION General Partner

Secretary

Frank V. Mazza, President

DEERPOND, INC. General Partner

George T. Curtis, III,

President

### · STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON.
Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

800K 15

PAGE 0 = 64

OCUMENT CODE	05	BUSINESS CODE			
	P.A.	Religiou	s Clo	ose Stock	Nonstock
erging Transferor)			Surviving (Transferee)	)	
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76	Special Fee For. Limited Par Cert. Limited F Amendment to Lim Termination of I Recordation Tax State Transfer Local Transfer Corp. G Foreign Corp. R	tnership Partnership nited Partnersh imited Partners	ip ship	de ATTENTION: AIL TO ADDRESS:_	
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	Check Occuments on		CERTIFI OPY M	ED hew Sant	lyp files 178

# BOOK 15 PAGE 0 65

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WILKINSON PLAZA LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY

23, 1992 AT

8:48

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL FEE PAID:

50-00

M3472222

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BYRON HUFFMAN
8181 PROFESSIONAL PL., #100
LANDOVER MD 20785



018C3062225

A 397494

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3435 1782

BOOK 15 PAGE 0 - 68 PIPER & MARBURY CHARLES CENTER SOUTH 36 SOUTH CHARLES STREET BALTIMORE, MARYLAND 21801 3510 WASHINGTON NEW YORK PHILADELPHIA LONDON EASTON, MD ACCESSMENTS & TAXATION WRITER'S DIRECT NUMBER (410) 576-1659 July 24, 1992 Mr. Robert Cierkes State Department of Assessments and Taxation 301 West Preston Street Baltimore, Maryland 21201 Re: Change of Address of Resident Agent Dear Bob: Pursuant to Section 2-108 of the Corporation and Associations Article of the Annotated Code of Maryland, I have attached hereto a listing of corporations for which Wilbert H. Sirota serves as the resident agent. Mr. Sirota has joined the

Pursuant to Section 2-108 of the Corporation and Associations Article of the Annotated Code of Maryland, I have attached hereto a listing of corporations for which Wilbert H. Sirota serves as the resident agent. Mr. Sirota has joined the law firm of Piper & Marbury. On behalf of Mr. Sirota, I would like to change the address of the resident agent for each of the attached corporations from 300 East Lombard Street, Baltimore, Maryland 21202 to 36 South Charles Street, 12th Floor, Baltimore, Maryland 21201. I will be advising each corporation that I have filed this statement with your office. I have enclosed this firm's check in the amount of \$610.00 to cover the cost of the filing fee.

If you have any questions concerning this matter do not hesitate to contact me.

Sincerely,

Margaret R. Roberts Legal Assistant

MRR: 1h Enclosures

SEATE DEPARTMENT OF ACCESSMENTS
AND TANALTOR

2508.ZDAILYB:07/10/92

APPROVED FOR RECORD

1-27-92 at 1:32 P.m.

3443 2061

## CHANGE OF ADDRESS OF RESIDENT AGENT

American Center For International Leadership, Inc. '92 JUL 27 PM 1 32 B and C Aviation Company, Inc. B & D Maintenance Co., Inc. The Baltimore Mounted Patrol Foundation, Inclamenta & TAXATION Barton Damo II 5. 6. 7. Barton Dame II, Inc. Beaumeade Circle Limited Partnership 10. The Best Way Distributing Company 11. Betty's II Flower Shop, Inc. 12. Bozman, Inc. 13. C.B.C. Sales, Inc. 14. Cape Development Corporation 15. Capital Gazette Foundation, Inc. 16. Capital - Gazette Communications, Inc. 17. CG Realty Holding, Inc. 18. Chaimson Brokerage Company, Inc. 19. Chesapeake Ford Truck Sales, Inc. 20. Color Plus Printing, Inc. 21. Cowan Development Corporation 22. DT Development Corporation 23. Development Acquisition I, Inc. 24. Development Acquisition II, Inc. 25. Development Acquisition III, Inc. 26. Development Acquisition IV, Inc. 27. Development Acquisition V, Inc. 28. Development Acquisition VI, Inc. 29. Development Acquisition X, Inc. 30. East Biddle Street Corporation 31. East Biddle Street Limited Partnership 32. Fairview Consulting and Sales, Inc. 33. The Good Buy Girls, Inc. 34. Gracito V. Patricio, M.D., P.A. 35. Halethorpe Investment Company 36. Hilltop Center Limited Partnership 37. Loveco, Inc. 38. Maryland Benefit Services, Inc. 39. The Merrill Foundation, Inc. 40. The Nathan & Suzanne Cohen Foundation, Inc. 41. The Nyberg & Associates Company 42. Old Airplane Company, Inc. 43. Polk Audio, Inc. 44. RC Management Co., Inc. 45. Remington/Twenty Nine, Inc. 46. Remington Center Limited Partnership 47. Rockland Management Company 48. The Samuel G. & Margaret A. Gorn Foundation, Inc. 49. SJS Development Company 50. Hanan and Carole Sibel Family Foundation, Inc. Tidewater Equipment Company, Inc.

# BOOK 15 PAGE 0-68

52. Tidewater Crane, Inc.
53. Townsend & Associates, Inc.
54. The Townsend Company
55. Townsend Properties, Inc.
56. TTC Builders, Inc.
57. TTC Development Corporation
58. TTC Management, Inc.
59. Washington Magazine, Inc.
60. West Capital Associates Limited Partnership
61. Windsor Financial, Inc.

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 2:201

BOOK 15 PAGE 0 69

	0005	BUSINESS (	CODE		COUNTY _	52
OCUMENT	CODE	OL P.A Relig			_ Stock	Nonstock
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10		Expedited Fee	(New Name	)		
20		Organ. & Capitalization				
		Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63 _		Rec. Fee (Merger or				
		Consolidation)		Change o	of Name	
64 _		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change (	of Principal	Office
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		Foreign Name Registration		Resigna	tion of Resi tion of Resi	dent Agent
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56		Penalty		Other C	hange	
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53		Foreign Resolution				
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80		For. Limited Partnership Cert. Limited Partnership		ATTENTION	: Margaret	R. Robert
83		Amendment to Limited Partner				
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61	Do	ocuments on1 checks				

PAGE 0 - 70 BOOK 15

CHANGE OF RESIDENT AGENT'S ADDRESS OF WEST CAPITAL ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY

27, 1992 AT

1:32

O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

10.00

M2057701

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: PIPER & MARBURY 1100 CHARLES CENTER SOUTH 36 SOUTH CHARLES STREET MD 21201 BALTIMORE

> > 04103062308

A 400159



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3443 2059

# AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF

JMB LIMITED PARTNERSHIP

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP (hereinafter referred to as this "Certificate") is made this \_/O day of February, 1992, by Jules R. Shaivitz and Bernard H. Shaivitz, as the General Partners.

#### EXPLANATORY STATEMENT

JMB Limited Partnership (the "Partnership") was formed pursuant to a Certificate of Limited Partnership, recorded on September 1, 1989, with the State Department of Assessments and Taxation (the "SDAT") (the "Original Certificate"). The relations of the Partners are further governed by a Limited Partnership Agreement, as may be amended from time to time (the "Partnership Agreement).

Manus B. Sellman, formerly a general partner of the Partnership, has died. As permitted by the terms of the Partnership Agreement, the remaining General Partners have continued the business of the Partnership after the death of Manus B. Sellman.

In order to reflect the change in the General Partners and in the address of the principal office of the Partnership, the General Partners of the Partnership desire to amend and restate the Original Certificate in its entirety, it being the intent of the General Partners that the filing of this Certificate shall have no substantive effect whatsoever on the affairs of the Partnership other than those set forth herein and in the Maryland Revised Uniform Limited Partnership Act.

NOW, THEREFORE, the General Partners hereby certifies to the Maryland State Department of Assessments and Taxation as follows:

- 1. The business of the Partnership shall continue to be conducted under the name "JMB Limited Partnership".
- 2. The address of the principal office of the Partnership is c/o Jules R. Shaivitz, 7909 Ivy Lane, Baltimore, Maryland 21208. The name and address of the resident agent of the Partnership are Shale D. Stiller, Esquire, Frank, Bernstein, Conaway & Goldman, 300 East Lombard Street, Baltimore, Maryland 21202.

G:\KRM\CLI\150663.CRT February 13, 1992

STATE L. LARGE ET OF ASSESSION IS

APPROVED FOR PANIENT

8-4-92 at 12:37p.m.

3. The names and business addresses of the General Partners are:

> Jules R. Shaivitz 7909 Ivy Lane Baltimore, Maryland 21208

> Bernard H. Shaivitz 3407 Old Forest Road Baltimore, Maryland 21208

- 4. The latest date upon which the Partnership shall be dissolved and its affairs wound up is December 31, 2038.
- 5. The affairs of the Partnership and the relations among the partners shall continue to be governed by the Partnership Agreement.

IN WITNESS WHEREOF, the General Partners acknowledge that this Amended and Restated Certificate of Limited Partnership is their act, and further acknowledge, under penalties of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Amended and Restated Certificate of Limited Partnership under seal as of the day and year first above written.

GENERAL PARTNERS:

WITNESS:

G:\KRM\CLI\150663.CRT February 13, 1992

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

73

BOOK 15 PAGE 0

CUMENT CODE		CODE COUNTY
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rging		Surviving (Transferee)
ransferor) _		(Transferee)
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AMOUNT		Name Change
	Expedited Fee	(New Name)
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1	Rec. Fee (Amendment)	
3	Rec. Fee (Merger or	
	Consolidation)	Change of Name
4	Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Principal Office
5	Rec. Fee (Revival)	Change of Resident Agent
2	Foreign Qualification	Change of Resident Agent
00	Cert. of Qual. or Reg.	Address Resignation of Resident Agen
1	Foreign Name Registration Certified Copy	Designation of Resident Agen
3 6	Penalty	and Resident Agent's Address
4	For. Supplemental Cert.	Other Change
3	Foreign Resolution Certificate of Conveyance	
3	Certificate of Conveyance	
76	Certificate of Merger/Transf	er
75	Special Fee	
80	For. Limited Partnership	ATTENTTON
83	Cert. Limited Partnership  Amendment to Limited Partner	ATTENTION:
84 <u>50</u>	Termination of Limited Parti	nership
85 21		
22	_ State Transfer Tax	
23	O Cood Ctanding	
31 NA	0 - 0int-nation	MAIL TO ADDRESS:
87	Limited Part. Good	Standing
71	_ Financial	Personal
600	Property Reports and	
	late filing penalties	
70	Change of P.O., R.A. or R.A	A.A.
91	Amend/Cancellation, For. Li	imited Part.
	Other	
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APPROVED BY: \_\_\_\_\_\_\_\_\_\_

EdEa osaa

### BOOK 15 PAGE 0 74

CERTIFICATE OF AMENDMENT
OF
JMB LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND AUGUST

4, 1992 AT

12:37 O'CLOCK

P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

50.00

M2858785

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PIPER & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

028C3060584

A 398579



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3439 0691

BOOK 15 PAGE 0-75

3.8

APPROVED FOR PAYMENT

8-7-92 at 8:25a.m

MILES CENTER ASSOCIATES LIMITED PARTNERSHIP
FIRST AMENDMENT TO

RESTATED LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

THIS FIRST AMENDMENT TO RESTATED LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF MILES CENTER ASSOCIATES LIMITED PARTNERSHIP is made this twenty-first day of May 1992 by and among Chesapeake Group Properties, Inc. as general partner, and Gerald & Alberta McDonald, as tenants by the entireties, as limited partners.

#### Explanatory Statement

- A. Miles Center Associates was formed pursuant to a Limited Partnership Agreement dated July 12, 1989, subsequently amended on July 25, 1989, and thereafter a Second Amended and Restated Partnership Agreement of Limited Partnership on August 2, 1991.
- B. The parties now wish to further amend the Restated Limited Partnership Agreement and Certificate of Limited Partnership.
- C. Whereas, First Potomac Development Company has transferred by DEED OF TRANSFER OF PARTNERSHIP INTEREST, attached hereto as Exhibit A, all of its General Partnership Interest in the Partnership to Chesapeake Group Properties, Inc. ("Chesapeake"), and Chesapeake shall hold the entirety of its interest in the Partnership as a General Partnership Interest, and
- D. Whereas, the undersigned now constitute the general partner and all of the limited partners of the limited partnership known as MILES CENTER ASSOCIATES LIMITED PARTNERSHIP under an Agreement of Limited Partnership dated July 12, 1989, as amended and restated, recorded at Liber 3156 folio 2322 among the records of State Department of Assessments and Taxation for the State of Maryland.
- E. The general partner and the limited partners desire to continue the limited partnership known as MILES CENTER ASSOCIATES LIMITED PARTNERSHIP.

NOW THEREFORE WITNESSETH, We, the undersigned parties, constituting the General Partner and the Limited Partners, do hereby certify as follows:

A. First Potomac Development Company, by a Deed of Transfer of Partnership Interest dated May 21, 1992, attached hereto as Exhibit A, transferred its general partnership interest to Chesapeake Group Properties, Inc., the remaining general partner.

B. The Certificate of Limited Partnership dated August 2, 1991 is amended:

- 1. By deleting and removing First Potomac Development Company as a general partner.
- 2. By amending Section 5.1 to read as follows:

Section 5.1. Capital Contributions.

5.1.1. Each of the partners have made the following initial cash Capital Contributions:

Chesapeake Group Properties, Inc. \$279,112.00

General Partner

Gerald and Alberta McDonald as Tenants by the Entirety Limited Partners

\$200,000.00

WITNESS, the execution and delivery of this Agreement and Certificate, the day and year first hereinabove set forth.

GENERAL PARTNER:

CHESAPEAKE GROUP PROPERTIES, INC.

BY

Gerald McDonald, President 464 Maryleborn Road Severna Park, MD 21146

LIMITED PARTNER:

Gerald McDonald

Alberta McDonald

AS TENANTS BY THE ENTIRETY 464 Maryleborn Road Severna Park, MD 21146

WITHDRAWING GENERAL PARTNER:

FIRST POTOMAC DEVELOPMENT CO.

RV

Michael D. Costelloe, President 6752 Old McLean Village Drive

McLean, VA 22101

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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CODE	AMOUNT	FEE REMITTED	Name Ch	ange		
10 20 61 62		Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	(New Na	ine)		
63 64		Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer)		Change	of Name	Office
65 66 52 50	<u> </u>	Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg.		Change Change Addres	of Resident of Resident	Agent Agent
51 13 56 54		Foreign Name Registration  Certified Copy  Penalty  For. Supplemental Cert.		Design	nation of Resi esident Agent' Change	ident Agent 's Address
53 73		Foreign Resolution Certificate of Conveyance				
76		Certificate of Merger/Transf	rer	Code		
75 80 83 84	50	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partner	rship	ATTENTIO	ON:	
85 21 22 23		Termination of Limited Parts Recordation Tax State Transfer Tax Local Transfer Tax	nership	=		
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TOT FEE	TAL ES \$50	.00		<u> </u>	)	
		Check	_ Cash	NOTE:		

APPROVED BY: 3.9.

BOOK 15 PAGE 0 78

CERTIFICATE OF AMENDMENT
OF
MILES CENTER ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND AUGUST

7, 1992 AT

8:25 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEF PAID:

RECORDING

SPECIAL

50.00

M2838647

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: CLARKE MURPHY, JR., ATTORNEY 29 W. SUSQUEHANNA AVE., STE. 600 TOWSON MD 21204

031C3060971

A 398929



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3440 0863

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

'APPROVED FOR RECORD

9-8-92 at 11:14a.m.

# Certificate of Limited Partnership

Name of limited partnership: Ramsway JC Limited Partnership

Address: 1710 Severn Forest Drive Annapolis, MD 21401

Name of General Partners: Redge Mahaffey 1710 Severn Forest Drive Annapolis, MD 21401

James Dodson 641 N. Poinsettia Pl Hollywood, CA 90036

Latest Date of Dissolving: 12/31/07

Signatures of General Partners:

Resident Agent:

Redge Mahaffey

1710 Severn Forest Drive Annapolis, MD 21401

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

P.S

APPROVED BY: SUS



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

80

BOOK 15 PAGE 0

		P.A Relig	ious	_ Close	Stock	Nonstoc
ergin			Survivir			
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1		Rec. Fee (Arts. of Inc.)				
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4		Consolidation) Rec. Fee (Transfer)		Change	of Name	
55		Rec. Fee (Transfer) Rec. Fee (Dissolution)	11 mg/l		of Principal	Office
6 .		Rec. Fee (Revival)			of Resident	
2		Foreign Qualification			of Resident	
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3		Certified Copy			ation of Resi	
6		Penalty			sident Agent'	
4		For. Supplemental Cert.		Other	Change '	
53		Foreign Resolution Certificate of Conveyance		-		
73		Certificate of Conveyance				
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76		Certificate of Merger/Transfe	er			
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				Code		
75		Special Fee				
30		For. Limited Partnership		ATTENTIO	v: James	Modern
83	50	Cert. Limited Partnership Amendment to Limited Partner	chin	ALLENITO	1: James a	OBUSER
84 85		Termination of Limited Partner			0	
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# BOOK 15 PAGE 0-81

CERTIFICATE OF LIMITED PARTNERSHIP

OF

RAMSWAY JC LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND SEPTEMBER

8, 1992 AT

11:14 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: FEE PAID:

50.00

M3499019

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RAMSWAY JC
ATTN: JAMES DODSON
641 NORTH POINSETTIA PLACE
HOLLYWOOD CA 90036

05203060887

A 401425



IN ASSESSMEN

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 0834

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

PAGE 0 - 82 BOOK 15

Pursuant to Section 10-201 of the Maryland Code, in order to form a Limited Partnership, the General Partner hereby represents that:

1. The name of the Limited Partnership shall be:

Triangle One Limited Partnership.

2. The address of the Principal Office of the Limited Partnership in Maryland is:

42 Hudson Street #210 Annapolis, Maryland 21401.

3. The name and address of the Resident Agent of the Limited Partnership is:

George T. Lawson 42 Hudson Street #210 Annapolis, Maryland 21401.

4. The name and business address of the general partner is:

Spa Blue Corporation 42 Hudson Street, Annapolis, Maryland 21401.

5. The latest date upon which the Limited Partnership is to dissolve, absent extensions as provided in the Limited Partnership Agreement, is:

December 31, 2014.

- 6. Additional capital contributions may be made by the Limited Partners upon notification by the Managing General Partner and the consent thereto by a majority in interest of the Limited Partners. In the event that, upon such consent by the Limited Partners, certain Partners agree to invest additional capital in the business, and certain other Partners decline to make an additional capital contribution, the split of profits and/or losses will be proportionately adjusted to reflect the added capital as a percentage of the respective investments.
- 7. A Limited Partner may not grant an assignee the right to become a limited partner. Instead, the written consent of all partners must be obtained and the candidate must (a) indicate his intention to hold the limited partnership interest as an investment in a duly executed written instrument of assignment; (b) execute an irrevocable power of attorney

22538232

## CERTIFICATE OF LIMITED PARTNERSHIP TRIANGLE ONE LIMITED PARTNERSHIP

P. 2

BOOK 15 PAGE 0 - 83

appointing the managing general partner as his attorney-in-fact; (c) pay all reasonable expenses incurred by the Limited Partnership in connection with the assignment and substitution. Moreover, counsel for the Limited Partnership must prepare an opinion letter to the effect that the substitution would not jeopardize the status of the Limited Partnership for federal taxation purposes nor violate applicable federal or state securities laws or any other legal requirements.

- 8. A person may withdraw as a general partner of this Limited Partnership consistent with Sections 10-402(3) and (4) of the Maryland Revised Uniform Limited Partnership Act (RULPA). Except as otherwise provided under the Maryland RULPA, on withdrawal, any withdrawing partner is entitled to receive any distribution to which he is entitled under the Limited Partnership Agreement.
- 9. Dissolution and winding up of the Limited Partnership shall occur upon the happening of any of the following: the withdrawal of a general partner unless there is at least one other general partner or, within 90 days, all partners agree in writing to continue the business of the Limited Partnership and to appoint another general partner if necessary; the entry of a judicial decree of dissolution; the expiration of the term of partnership; the sale of all or substantially all of the Limited Partnership's assets; any other event that would, under the Maryland RULPA, cause the dissolution of the Partnership or make it unlawful for the business of the Partnership to continue; or the removal or withdrawal of the sole remaining general partner under circumstances where the Limited Partner cannot locate a substitute general partner under the terms of the Limited Partnership Agreement.
- 10. Should Spa Blue Corporation become disqualified to serve as Managing General Partner of the Limited Partnership for any reason, including breach of the Franchise Agreement between the Limited Partnership and Red Hot & Blue, Inc., or should Spa Blue withdraw as Managing General Partner, the Limited Partnership shall not dissolve, but instead, the individual general partner of the Limited Partnership, or in the absence of an individual general partner, then the limited partners shall have a 90 day period in which to obtain a substitute general partner. Moreover, if a general partner should die, retire, or be adjudged incompetent, the Limited Partnership shall not dissolve, but instead, the remaining general partner, or in the absence thereof, the limited partner, shall have 90 days during which to obtain a substitute general partner.
- 11. The Limited Partners may receive, and the Managing General Partner may make, distributions to the Limited Partners which include a return of all or any part of the Limited Partner's contribution to the Limited Partnership upon separate agreement therefor. Distributions upon withdrawal are governed by Article X.2 of the Limited Partnership Agreement, and distributions upon liquidation are governed by Article XI.3 of the Limited Partnership Agreement.

### CERTIFICATE OF LIMITED PARTNERSHIP TRIANGLE ONE LIMITED PARTNERSHIP P. 3

PAGE 0 84 800K 15

IN WITNESS WHEREOF, TRIANGLE ONE LIMITED PARTNERSHIP has caused these presents to be signed in its name and on its behalf by its Individual General Partner, and President of its Corporate Managing General Partner, and said individual acknowledges that this Certificate of Limited Partnership is the act and deed of Triangle One Limited Partnership, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

Spa Blue Corporation (The Corporate Managing General Partner)

Individual General Partner

Trangle One Limited Partnership

3447 1249

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

800K 15

PAGE 0-8

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52		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or	-			
		Consolidation)				
64		Rec. Fee (Transfer)	_		of Name	0561
65		Rec. Fee (Dissolution)	_		of Principal	
66		Rec. Fee (Revival)			of Resident	
52		Foreign Qualification	_		of Resident	Agent
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56		Penalty For. Supplemental Cert.			Change	
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APPROVED BY: MI

E447 1250

#### BOOK 15 PAGE 0 86

CERTIFICATE OF LIMITED PARTNERSHIP TRIANGLE ONE LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND SEPTEMBER

8, 1992 AT 7:02 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

DRGANIZATION AND CAPITALIZATION FEE PAID:

50.00

M3499589

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SPA BLUE CORPORATION 42 HUDSON STREET, SUITE 210 MD 21401 ANNAPOLIS

> > 05303060971

A 401503



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 1246

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

BOOK 15

PAGE 0 87

APPROVED FOR RECORD

#### OFFUTT INVESTMENTS LIMITED PARTNERSHIP 2

We, the undersigned parties, constituting all of the General and Limited Partners of Offutt Investments Limited Partnership 2 hereby certify that:

FIRST: The Certificate of Limited Partnership is hereby amended in accordance with \$10-202(b)(1) of the Corporations and Associations Article of the Annotated Code of Maryland to correct Schedule A2 attached to the Certificate in order to reflect various gifts of partnership interests made by assignment among the partners as provided under paragraph Fifth of the Certificate of Limited Partnership.

IN WITNESS WHEREOF, we have signed this Amended Certificate of Limited Partnership this 14th day of August, 1992.

We do solemnly declare and affirm under the penalties of perjury that the matters and facts contained in the aforegoing Amended Certificate of Limited Partnership are true to the best of our knowledge, information and belief.

M. WILLSON OFFUTT, AII

KATHARYN W. OFFUTT

GENERAL PARTNERS

M. WILLSON OFFUTT,

KATHARYN W. OFFUTT

ANNE RIDGELY HART

M. WILLSON OFFUTY IV

"92 SEP 9 PM 1 2

3447 1825

22548091

1933 - - O III II: 57.

# . BOOK 15 PAGE 0-88

M. WILLSON OFFUTT, IV, for Leigh E.
Offutt under the UTMA

M. WILLSON OFFUTT, IV, for M. Willson
Offutt, V under the UTMA

LIMITED PARNTE

LIMITED PARNTERS

# SCHEDULE A OFFUTT INVESTMENTS LIMITED PARTNERSHIP 2 June 20, 1992 Capitalization

General Partners	Real Prop. Agreed Upon Value	Cash	8
M. Willson Offutt, III Katharyn W. Offutt	\$ 12,770.00 12,770.00		1.0%
Limited Partners			
M. Willson Offutt, III Katharyn W. Offutt Anne Ridgely Offutt Hartz M. Willson Offutt, IV	\$458,490.00 400,865.00 66,066.00 161,257.00	1.00	35.91% 31.39% 5.17% 12.63%
M. Willson Offutt, IV for Leigh E. Offutt UTMA	82,391.00	1.00	6.45%
M. Willson Offutt, IV for M. Willson Offutt, V	82,391.00	1.00	6.45%
IOI M. WIIIION GITTIN	\$1,277,000.00	\$3.00	100.0000%

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES · Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

	(1	Transferee)
		· =
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3	Rec. Fee (Merger or Consolidation) Rec. Fee (Transfer)	Change of Name
5 6 · 2	Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg.	Change of Principal Office Change of Resident Agent Change of Resident Agent Address
3 = 9	Foreign Name Registration  Certified Copy  Penalty  For. Supplemental Cert.	Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
3	Foreign Resolution Certificate of Conveyance	
76	Certificate of Merger/Transfer	Code
75 80 83 84	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership	ATTENTION: Helen
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23 31 NA	Corp. Good Standing Foreign Corp. Registration Limited Part. Good Stan	MAIL TO ADDRESS:
87 71 600	Property Reports andPe	ersonal
70	Change of P.O., R.A. or R.A.A.  Amend/Cancellation, For. Limite Other Other	
TOTAL # 59.	100	sh NOTE: Copymade 344? 1

APPROVED BY: SUB

BOOK 15 PAGE 0-91

CERTIFICATE OF AMENDMENT
OF
OFFUTT INVESTMENTS LIMITED PARTNERSHIP 2

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND SEPTEMBER 9, 1992 AT 1:29 O'CLOCK P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
ORGANIZATION AND
FEE PAID:

SPECIAL
FEE PAID:

M2698967

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: HYLIND INFOQUEST, INC. ATTN: HELEN 3C7 DOLPHIN ST. BALTIMORE

MD 21217



05303061086

A 401602

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 1824

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LTDPART.CRT

09-10-92 at 2:38 BOOK 15 PAGE 0 92

#### VISTAS LIMITED PARTNERSHIP CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner, for the purpose of forming a limited partnership (the "Partnership") pursuant to the Maryland Revised Uniform Limited Partnership Act, hereby certifies on this \_\U day of \_\U , 1992, as follows:

- 1. The name of the Partnership is "VISTAS LIMITED PARTNERSHIP."
- 2. The address of the principal office of the Partnership in the State of Maryland is P.O. BOX 226, Hanover, Maryland 21076.
- 3. The name and address of the resident agent of the Partnership are Terry Lee Smith, 1520 Strider Court, Hanover, Maryland 21076.
- 4. The name and the business address of the General Partner are T.L. Smith Properties, Inc., P.O. BOX 226, Hanover, Maryland 21076.
- 5. The term of the Partnership shall begin on the date this Certificate is filed with the Maryland State Department of Assessments and Taxation, and shall continue until December 31, 2042, unless sooner terminated as provided in the Agreement of Limited Partnership executed by and among the General Partner and the Limited Partners of the Partnership.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership, under seal, on the day and year first above written.

T.L. SMITH PROPERTIES, INC.

By: Surry Lee Smith, President

'92 SEP 10 PM 2 38
ASSESSMENTS & TAXATION

2447 1524

# F MARYLAND

Gov. nor

LLOYD W. JONES



Department of Assessments and Taxation CHARTER DIVISION

Room 8()9

301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0-93

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ging ansferor)		
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2D	Expedited Fee	
0 51 62 63	Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation)	Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent
65	Rec. Fee (Dissolution) Rec. Fee (Revival) Rec. Fee (Revival) Foreign Qualification	Change of Resident Agent Change of Resident Agent Address Address
52 50 51 13	Foreign Name No.	Designation of Resident Associated and Resident Agent's Address Other Change
10	Pella	
56 ————————————————————————————————————	Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance	
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APPROVED BY:

CERTIFICATE OF LIMITED PARTNERSHIP OF VISTAS LIMITED PARTNERSHIP

BOOK 15 PAGE 0 7 94

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION P • M. AS IN CONFORMITY OF MARYLAND SEPTEMBER 10, 1992 AT 2:38 O'CLOCK WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID.

RECORDING FEE PAID:

SPECIAL FEE PAID:

50.00

M3500089

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: ALLEN SCHULDENFREI 6503 WESTERN RUN DRIVE BALTIMORE

05303061021

A 401547

MD 21215

ASSESSAL AND

ASSESSMA

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3447 1523

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DIE 11

38

10-6-92 at 8:20a

#### CERTIFICATE OF LIMITED PARTNERSHIP OF

### EASTERN TELEVISION ASSOCIATES LIMITED PARTNERSHIP

BOOK 15 PAGE 0 95

Pursuant to the Maryland Revised Uniform Limited Partnership Act, the partners, having executed an Agreement of Limited Partnership of Eastern Television Associates Limited Partnership, ("Agreement") dated September 1, 1992, and having thereby formed a limited partnership do hereby certify that:

- 1. The name of the Partnership is EASTERN TELEVISION ASSOCIATES LIMITED PARTNERSHIP ("Partnership").
- 2. The address of the principal office of the Partnership is 223 South River Clubhouse Road, Harwood, Maryland 20776.
- 3. The name and address of the registered agent of the Partnership is Charles Sutherland, 223 South River Clubhouse Road, Harwood, Maryland 20776.
- 4. The name and address of the managing general partner is set fourth on the signature page attached hereto.
- 5. The latest date of dissolution of the partnership is December 31, 2042.
- 6. All other affairs of the Partnership shall be governed by the Agreement which may be amended from time to time as provided therein.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 1st day of September, 1992.

WITNESS:

MANAGING GENERAL PARTNER

Charles Sutherland

223 S. River Clubhouse Road Harwood, Maryland 20776

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

2.5



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PAGE 0 - 97

raina		ous Close Stock Nonstock
		Surviving (Transferee)
ODE AMOUNT  O  1	FEE REMITTED  Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.)	Name Change (New Name)
3	Rec. Fee (Amendment) Rec. Fee (Merger or Consolidation)	Change of Name
4 5 6 2 50 61 63 64 63	Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution	Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent Designation of Resident Agent and Resident Agent's Address Other Change
76	Certificate of Conveyance  Certificate of Merger/Transfer	
75	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax	ship Caroline Clance
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TOTAL \$5	0.00 Check	2003( Cash <u>NOTE:</u>

APPROVED BY: 39.

# BOOK 15 PAGE 0 98

CERTIFICATE OF LIMITED PARTNERSHIP OF EASTERN TELEVISION ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DETOBER

6, 1992 AT 8:20 O'CLOCK

A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FLE PAID:

RECORDING FEE PAID:

M3516366

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: LEPON, MCCARTHY & ETAL. ATTN: CAROLINE CLANCY 1146 19TH STREET, N.W., 3RD FL. DC 20036 WASHINGTON

> > 07203060625

A 403803



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3454 1917

### STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

BOOK 15

PAGE 0 - 99

10-6-92 at 2:27p.m.,

ANNIE'S DISCOUNT CLEANERS LIMITED PARTNERSHIP CERTIFICATE OF LIMITED PARTNERSHIP

Annie's Discount Cleaners Limited Partnership, a Maryland limited partnership (the "Partnership"), by action of its sole General Partner, certifies:

- 1. Name. The name of the Partnership is "ANNIE'S DISCOUNT CLEANERS LIMITED PARTNERSHIP."
- 2. Principal Office and Resident Agent. The address of the principal office of the Partnership is 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701. The name and address of the resident agent of the Partnership are Annie's Discount Cleaners Corporation, a Maryland corporation, 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701.
- 3. <u>General Partner</u>. The name and business address of the General Partner of the Partnership are as follows:

Annie's Discount Cleaners Corporation 12011 Guilford Road Suite 101 Annapolis Junction, Maryland 20701

5. <u>Dissolution</u>. The latest date upon which the Partnership is to dissolve is December 31, 2042.

IN WITNESS WHEREOF, the General Partner of the Partnership has executed this Certificate on this day of \_\_\_\_\_\_, 1992.

ATTEST:

GENERAL PARTNER:

ANNIE'S DISCOUNT CLEANERS CORPORATION

(SEAL)

By: Kenneth L. Hankin,

Vice President

22818203

7454 1915

10705/BLUTAX

93. - m II:52

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0 1 0 0

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53	Consolidation) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance		Chang Chang Chang Addre Resig Desig	e of Name e of Principa e of Resident e of Resident ess gnation of Res gnation of Res Resident Agent r Change	Agent Agent sident Agent sident Agent c's Address
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70 91	Einancial	Personal .A.A. Limited Part			
TOTAL \$500	20				
	Check	Cash	NOTE:		

APPROVED BY: Suls

PAGE 0101 BOOK 15

CERTIFICATE OF LIMITED PARTNERSHIP OF ANNIE'S DISCOUNT CLEANERS LIMITED PARTNERSHIP

PPROVED AND RECEIVED FOR RE	CORD BY THE S	STATE DEPARTMENT	OF ASSESSMEN	TS AND TAXATION
F MARYLAND OCTOBER	6, 1992	AT 2:27	O.CTOCK	P . M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORD	ED.			
ORGANIZATION AND EAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:

M3516358

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: VENABLE, BAETJER & HOWARD ATTN: LEAH R. SCHUMAN 2 HOPKINS PLAZA 1800 MERCANTILE BANK & TRUST BLDG MD 21201 BALTIMORE

> > 07203060624

A 403802



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3454 1914

BOOK 15 PAGE 01 02

# CERTIFICATE OF AMENDMENT TO AMENDED AND RESTATED OF ASSE

OF

OLDE FORGE LIMITED PARTNERSHIP

10-13-92 to:45

This Certificate of Amendment to Certificate of Limited Partnership of Olde Forge Limited Partnership is presented for filing pursuant to the REvised Uniform Limited partnership Act, as amended (the "Act").

WHEREAS, on or about May 10, 1984, the original partners entered into an agreement for the formation of a limited partnership (the "Partnership") known as "Olde Forge Limited Partnership" pursuant to a Certificate of Limited Partnership (the "Certificate") filed in the Circuit Court of Anne Arundel County, Maryland;

WHEREAS, the Certificate, as subsequently amended, was amended and restated in its entirety by an Amended and Restated Certificate of Limited Partnership dated as of May 6, 1991;

WHEREAS, the Agreement was amended by an Amendment to Limited partnership Agreement dated as of August 21, 1992 and the Certificate of Limited Partnership was amended and restated as of that date; and

WHEREAS, the partners desire to amend the Amended and Restated Certificate of Limited Partnership pursuant to the Act to reflect the withdrawal of Allan J. Berman and Leonard A. Shapiro, as the general partners (the "Withdrawing General Partners") of the Partnership and for the admission of W&B Investors, Inc., a Virginia corporation (the "Substitute General Partner") as a substitute general partner.

NOW, THEREFORE, the undersigned hereby certify that:

- 1. The name of the Partnership is Olde Forge Limited Partnership.
- 2. The name and address of the Partnership's sole general partner set forth in the Amended and Restate Certificate of Limited Partnership is hereby amended as follows:

B Investors, Inc. 6476 Heritage Hill Drive Glen Burnie, Maryland 21061 Attn: Allan J. Berman

NOILWXMI 22878777

3. All of the general and limited partners of the Partnership have elected to continue the business of the Partnership.

22878779

3457 0554

### BOOK 15 PAGE 01 03 .

4. Except as modified by this Certificate of Amendment, the Certificate remains in full force and effect and is hereby confirmed and ratified.

### WITHDRAWING GENERAL PARTNERS:

Allan J. Berman

Leonard A. Shapiro

### SUBSTITUTE GENERAL PARTNER

B INVESTORS, INC., a Virginia Corporation, general partner

Bv:

Allan J. Berman

President

Dated: 9-2/-9, 1992

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

**BOOK** 15

PAGE 0 1 0 4

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ODE	AMOUNT	FEE REMITTED	
•	30	Fundihad For	(New Name)
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1		Rec. Fee (Arts. of Inc.)	
2		Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
5		Rec. Fee (Transfer) Rec. Fee (Dissolution)	Change of Name
6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent Address
1		Foreign Name Registration	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
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75 30	-	Special Fee For. Limited Partnership	200
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35		Termination of Limited Partners	nip O O U
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97		LLC Cancellation	
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94		Foreign LLC Supplemental	rt)
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CERTIFICATE OF AMENDMENT OF OLDE FORGE LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY 13, 1992 AT 10:45 O'CLOCK OF MARYLAND OCTOBER WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 50.00

M1803436

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: ARENT, FOX, KINTNER, PLOTKIN 1050 CONNECTICUT AVENUE, N.W. & KAHN DC 20036 5339 WASHINGTON

> > 07903061545

A 404441



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3457 0553

ATTEST:

THROVED FOR PARENTY

BOOK 15

PAGE 01 06

FIRST AMENDMENT OF THE CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF BWI WAREHOUSE #4 LIMITED PARTNERSHIP

THIS FIRST AMENDMENT OF THE CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF BWI WAREHOUSE #4 LIMITED PARTNERSHIP (the "Partnership") is made as of this 1st day of January, 1991;

#### WITNESSETH:

WHEREAS, John Mikolasko ("JJM") is a limited partner of the Partnership and, upon admission to the Partnership, acquired a fifty percent (50%) limited partnership interest; and

WHEREAS, as of December 27, 1990, JJM transferred, conveyed and assigned his limited partnership interest in the Partnership to Joan Mikolasko who transferred, conveyed and assigned the interest to John and Eric Mikolasko Trustees under a Deed of Trust dated December 27, 1990;

NOW, THEREFORE, the General Partners, acting pursuant to Section 5 of the Certificate and Agreement of Limited Partnership, hereby amend the Certificate and Agreement of Limited Partnership to reflect the admission to the Partnership of John and Eric Mikolasko Trustees under a Deed of Trust dated December 27, 1990, having and owning a 50% limited partnership interest therein.

Except as set forth herein, the Partnership Agreement remains unmodified and in full force and effect.

IN WITNESS WHEREOF, this First Amendment of the Certificate and Agreement of Limited Partnership of BWI Warehouse #4 Limited Partnership has been executed as of the date first above written.

SIENA CORPORATION, General Partner

CRYSTAL HILL INVESTMENTS INCORPORATED, General Partner

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore. Maryland 21201

BOOK 15

PAGE 0 1 0 7

Transferor)		Surviving (Transferee)
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2 3	Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
4	Rec. Fee (Transfer)	Change of Name
65 <u> </u>	Rec. Fee (Dissolution) Rec. Fee (Revival)	Change of Principal Office
2	Foreign Qualification	Change of Resident Agent
0	Cert. of Qual. or Reg. Foreign Name Registration	Change of Resident Agent Address
		Resignation of Resident Agent
3 6 4	Penalty	Designation of Resident Agent
 	For. Supplemental Cert. Foreign Resolution	and Resident Agent's Address  Other Change
3	Certificate of Conveyance	
76	Certificate of Merger/Transfer	
75	Special Fee	
30	For. Limited Partnership	
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33 34 35 36 37 31 31 31 31 31 31 31 31 31 31	Cert. Limited Partnership Amendment to Limited Partnersh Termination of Limited Partnersh Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.A Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental LLC Good Standing (s Other	ATTENTION:  anding  Personal  MAIL TO ADDRESS: Siena  Corporation, 1201  ited Part.  Auilford Road, Suite 101  Annapolis Junction
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CERTIFICATE OF AMENDMENT

OF

BWI WAREHOUSE #4 LIMITED PARTNERSHIP

BOOK 15 PAGE 01 08

OF MARYLAND	OCTOBER	22 • 1992 AT	8:59 O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.		

M2025781

TO THE CLERK OF THE COURT OF

ORGANIZATION AND CAPITALIZATION FEE PAID:

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: SIENA CORPORATION 12011 GUILFORD RD., STE. 101 ANNAPOLIS JUNCTION MD 21701



**A** 405052



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3458 0715

FOR

HOV目 M

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP is made this 23rd day of October, 1992 by Siena Corporation and Crystal Hill Investments Incorporated, as General Partners.

**BWI WAREHOUSE #4 LIMITED PARTNERSHIP** 

WHEREAS, BWI Warehouse #4 Limited Partnership (the "Partnership") was formed pursuant to an Agreement and Certificate of Limited Partnership dated October 23, 1985 and filed with the Maryland State Department of Assessments and Taxation on October 23, 1985 (the "Original Certificate");

WHEREAS, to confirm and reflect the foregoing and to reflect changes to the Maryland Revised Uniform Limited Partnership Act, the Partners desire to amend and restate the Original Certificate in its entirety.

NOW, THEREFORE, in consideration of the mutual promises of the Partners, each to the others, and of good and valuable consideration, receipt and sufficiency of which hereby is acknowledged, it is mutually agreed by and between the Partners that the Original Certificate is amended and restated in its entirety as follows:

- 1. The business of the Partnership shall continue to be conducted under the name "BWI Warehouse #4 Limited Partnership".
- 2. The address of the principal office of the Partnership is 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701. The name and address of the resident agent of the Partnership are Siena Corporation, 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701.
- 3. The names and business addresses of the General Partners are Siena Corporation, 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701 and Crystal Hill Investments Incorporated, 10005 Old Columbia Road, Columbia, Maryland 21046.
- 4. The Partnership had a term beginning as of October 23, 1985 in accordance with the provisions of the Original Certificate. The latest date upon which the Partnership shall be dissolved and its affairs wound up is December 31, 2035.

IN WITNESS WHEREOF, the undersigned General Partners acknowledge that this Amended and Restated Certificate of Limited Partnership is their acts, and further acknowledge under penalty of perjury, that to the best of their knowledge, information and belief, the matters and facts set forth herein are true in all material respects, and that they have executed this Amended and Restated Certificate of Limited Partnership on the day and year first above written.

WITNESS or ATTEST:

SIENA CORPORATION, General Partner

(SEAL)

Anthony R. Manganaro, President

CRYSTAL HILL INVESTMENTS INCORPORATED,

General Partner

2300855

Frederick W. Glassberg, President

GEALEDBY

3458 1716

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK  $15 \cdot PAGE 0110$ 

DOCUMEN.	T CODE Q	2039 BUSINESS COL	DE	11.7	COUNTY _	52
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61		Rec. Fee (Arts. of Inc.)				
62		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or				
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TO'	TAL S	70		00	2070/	
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		Documents on checks				3458 1717

APPROVED BY:

CERTIFICATE OF AMENDMENT BWI WAREHOUSE #4 LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND GCTUBER 26, 1992 AT 8:48 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

M2025781

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SIENA CORPORATION ATTN: KENNETH HANKIN 12011 GUILFORD RD., STE. 101 ANNAPOLIS JUNTION MD 20701

> > 08503062241

**A** 405234



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3459 1715

## AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF 600 WYNDHURST LIMITED PARTNERSHIP

The general partner of 600 Wynhurst Limited Partnership (the "Partnership"), desiring to amend and restate in its entirety the Amended and Restated Certificate of Limited Partnership, which Certificate was received and approved for record by the Maryland State Department of Assessments and Taxation on October 6, 1987, does hereby acknowledge and certify:

- The name of the Partnership shall continue to be "600 Wynhurst Limited Partnership".
- The address of the principal office of the Partnership is: 2328 West Joppa Road, Suite 200, Lutherville, Maryland 21093. The name and address of the resident agent is: Clark F. MacKenzie, 2328 West Joppa Road, Suite 200, Lutherville, Maryland 21093.
- 3. The name and business address of the general partner is MacKenzie Properties, Inc., 2328 West Joppa Road, Suite 200, Lutherville, Maryland 21093.
- 4. The affairs of the Partnership shall be governed by a Partnership Agreement which may be amended from time to time by the partners of the Partnership in accordance with the terms of the Partnership Agreement.
- 5. The Partnership shall continue until December 31, 2037, unless sooner terminated in accordance with the Partnership Agreement.

IN WITNESS WHEREOF, the general partner acknowledges that this Amended and Restated Certificate of Limited Partnership is its act, and further acknowledges, under the penalty of perjury, to the best of its knowledge, information and belief, that the matters and facts set forth herein are true in all material respects and that it has executed this Amended and Restated Certificate of Limited Partnership under seal as of this \_\_\_\_\_\_ day of October, 1992.

MacKenzie Properties, Inc.

By: Clark F. MacKenzie, President

STATE DEPARTMENT OF ASSESSMENTS

92 0CT 29 AM 8 58

23038351

10-29-92st 8:58a.m

3459 1057

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0113

		<u> 182</u> P.A Religious			Stock	Nonstock
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CODE	AMOUNT	FEE REMITTED	Name Cha	nge		
10		Expedited Fee Organ. & Capitalization				· · · · · · · · · · · · · · · · · · ·
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62 63		Rec. Fee (Amendment) Rec. Fee (Merger or				
64		Consolidation) Rec. Fee (Transfer)		Change	of Name	
55		Rec. Fee (Dissolution)	7	Change	of Principal	
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53 73		Foreign Resolution Certificate of Conveyance				
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FEE	11 7 /	00				
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CERTIFICATE OF AMENDMENT 600 WYNDHURST LIMITED PARTNERSHIP

APPROVED AND	RECEIVED FOR I	RECORD BY THE STATE D	EPARTMENT (	OF ASSESSMEN	TS AND TAXATION
OF MARYLAND	OCTOBER	29, 1992 AT	8:58	O.CTOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECO	RDED.			

ORGANIZATION AND CAPITALIZATION FEE PAID:

50.00

M2424182

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: ROBERT J. AUMILLER 2328 H. JOPPA RD., STE. 200 MD 21093 LUTHERVILLE

> > 087C3062538

**A** 405493



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3459 1055

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

The Board of Directors of COMPREHENSIVE EQUIPMENT CORPORATION, A Corporation organized in Maryland, on November 1, 1992, duly approved the resolution as follows:

RESOLVED: That the Resident Agent of the Corporation is changed to NORMAN MURPHY. The Post Office address of the Resident Agent is 1418 Pond Ridge Drive, Pasadena, MD. 21122. Said Resident Agent is a citizen of Maryland.

RESOLVED: That the Post Office address of the Principal office of the Corporation is 1418 Pond Ridge Drive, Pasadena, MD 21122.

RESOLVED: That the Principal officer of the Corporation is NORMAN MURPHY.

I, NORMAN MURPHY, Resident Agent and Principal Officer, certify under the penalty and perjury that to the best of my knowledge, information, and belief the foregoing resolutions are true in all material respects.

2345804C

NORMAN MURPHY Resident Agent Principal Officer

Date: Nov 9, 1992

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RECEIVED

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR HESTED

11-10-92 8 8:38 A.

3462 2131

1993 H. H. - O Mis II: 5

1992 OCT 30 P 2: 05

CERTIFICATE OF LIMITED PARTNERSHIP

STATE DEPARTMENT OF ASSESSMENTS

hereof.

GRESHAM COURT MODEL HOME

APPROVED FOR RECORD

LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP made by the undersigned parties for the purposes of organizing and creating GRESHAM COURT MODEL HOME LIMITED PARTNERSHIP.

- The name of the partnership is Gresham Court Model Home Limited Partnership.
- The business of the Partnership shall consist II. of acquiring, erecting improvements upon, and owning the fee simple title to the parcel of land lying in Prince George's County, Maryland. The partnership shall have no other business.

The principal office of the Partnership shall III. be located at P.O. Box 3635, Crofton, Maryland 21114 or such other place as the General Partner may designate. THOMAS F. DEDD, JR. 2124 PRIEST BRIDGERD, The name and place of residence of the General Partner and each limited Partner is as set forth on Exhibit "A"

- The Partnership shall continue to exist from July 1, 1992 until June 30, 2012, and thereafter from year to year unless previously terminated pursuant to the provisions of the partnership agreement.
- The cash and the value of each interest is VI. shown on Exhibit "A" hereof.
- At the direction of the General Partner, all VII. partners may be required to make additional contributions which shall not exceed the original contribution as shown on Exhibit "A".

- VIII. There is no definite time when the contribution of any or all of the limited partners is to be returned.
- IX. The share of profits which the Limited Partner shall receive by reason of his contribution shall be Ninety Nine Percent (99%) of the net cash flow available for distribution. All other funds available for distribution shall be distributed to the General Partner.
- X. No Limited Partner may assign his partnership interest except with the written consent of the General Partner and all Limited Partners. If the General Partner and Limited Partners so consent, the assignee may be substituted as a Limited Partner in place of the assigning Limited Partner upon payment tot he Partnership of a fee of One Hundred (\$100.00) to cover the costs of preparation, execution and recordation of an amendment to this Certificate.
- the Partnership on the same terms and conditions as the original Limited Partners were admitted. In the event a Limited Partner assigns his partnership interest, or any part thereof, to one or more assignees, each such assignee, of the General Partner and Limited Partners consent thereto, may become a substitute or additional Limited Partner upon payment to the Partnership of a fee specified in Article X, supra.
- XII. The Partnership may continue in operation and may conduct business after the death, retirement, insanity or bankruptcy of the General Partner.
- XIII. No Limited Partner shall have any right to demand and receive property in lieu of cash, in return for his contribution as adjusted.

XIV. This Certificate may be executed in several counterparts and all so executed shall constitute one Certificate, binding on all the parties hereto.

IN WITNESS WHEREOF, the parties hereto have affixed their signatures and seals on the date first above written.

WITNESS

GENERAL PARTNER

LIMITED PARTNER

THOMAS F. REDD,

WITNESS

RANK M. TIMLIN

JACK KONTGIAS

THOMAS F. REDD, JB

STATE OF MARYLAND BOOK 15 PAGE 0118 COUNTY OF AME ARIADER THIS IS TO CERTIFY that on this AND day of ANDERST., before me, the undersigned officer, personally appeared. THOMAS F REDD, TK, known to me, or satisfactorily proven, to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained. IN WITNESS WHEREOF, I hereunto set my hand and official seal. NOTARY PUBLIC My Commission Expires: 1-9-94 STATE OF MARYLAND COUNTY OF AMNE ARUNDER 199, before me, the undersigned officer, personally appeared , known to me, or satisfactorily proven, to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained. IN WITNESS WHEREOF, I hereunto set my hand and official seal. Relach unn & mouwey My Commission Expires:

1-9-36

#### EXHIBIT "A"

GENERAL PARTNER	PERCENTAGE OF OWNERSHIP	CONTRIBUTION
Tectonic Enterprises, P.O. Box 3635 Crofton, MD. 21114	Inc. 1%	\$ 10.00

Limited Partner	PERCENTAGE OF OWNERSHIP	CONTRIBUTION
Frank M. Timlin 7520 Indian Pipe Ct. Columbia, Md. 21046	33%	\$100.00
Jack Kontgias 2916 Elliott Street Baltimore, MD. 21224	33%	100.00
Thomas F. Redd, Jr. 342 Bantry Ct. Annapolis, MD. 21401	33%	100.00

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0120

ergin	g		Surviving (Transferee)
rans	feror)		(Transferee)
<u>ODE</u>	AMOUNT	FEE REMITTED	
0	30	Expedited Fee Organ. & Capitalization	(New Name)
1 2		Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)	
63		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)	
64 65		Rec. Fee (Dissolution)	Change of Name Change of Principal Office
66		Rec. Fee (Revival) Foreign Qualification	Change of Resident Agent
52 50		Cert. of Qual. or Reg.	Change of Resident Agent
51		Foreign Name Registration	Address Resignation of Resident Agent
13		Certified Copy	Designation of Resident Agent
56 54		Penalty For. Supplemental Cert.	and Resident Agent's Address
53		Foreign Resolution	Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	
80		For. Limited Partnership	CODE
83	50	Cert. Limited Partnership Amendment to Limited Partnersh	
84		Termination of Limited Partner	ship
85 21		Recordation Tax	ATTENTION:
22		State Transfer Tax	ATTENTION.
23		Local Transfer Tax Corp. Good Standing	
31 NA		Foreign Corp. Registration	
87		Limited Part. Good Sta	inding
71		Financial Financial	Personal
600		Property Reports and	MAIL TO ADDRESS:
		late filing penalties	· Ibamin / Voall
70		Change of P.O., R.A. or R.A.A.	ited Part
91		Amend/Cancellation, For. Lim	Dist land and
99		Art. of Organization (LLC) LLC Amend, Diss, Continuation	2/24 Prusi prag
98 97		LLC Cancellation	(rolling md. 2/1/4
96		Reg. Foreign LLC	<u> </u>
94		Foreign LLC SupplementalLC Good Standing (s	hort)
		Other	
92			
92 —— TOT	A1 -		

APPROVED BY:

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GRESHAM COURT MODEL HOME LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER 30, 1992 AT 2:05 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND APITALIZATION FEE PAID: FEE PAID:

SPECIAL FEE PAID

s\_\_\_\_\_

50.00

s \_\_\_\_\_

M3528916

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: THOMAS F. REDD, JR. 2124 PRIEST BRIDGE ROAD CROFTON MD 21114

A 405654

08903060129



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3459 2067

#### PAGE 0122 BOOK 15

1992 BE 130 25 BE

STATE DEPARTMENT OF ASSESSED LEGISLE OF LIMITED PARTNERSHIP

AND TAXATION

IZAAK WALTON OVERLOOK

AFFROVED FOR RECORD

■ LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP made by the undersigned parties for the purposes of organizing and creating IZAAK WALTON OVERLOOK, & LIMITED PARTNERSHIP.

- The name of the partnership is Izaak Walton Overlook Limited Partnership.
  - The business of the Partnership shall consist II. of acquiring, erecting improvements upon, and owning the fee simple title to the parcel of land lying in Montgomery County, Maryland. The partnership shall have no other business.
- The principal office of the Partnership shall be located at 2134 Espey Court, Suite 13, Crofton, Maryland 21114 or such other place as the General Partner may designate.

2124 PRIEST BRIDGERD THOMAS F REDD IN 2124 PRIEST BRIDGER (RESIDENT AGENT)
The name and place of residence of the General

Partner and each limited Partner is as set forth on Exhibit "A" hereof.

- The Partnership shall continue to exist from , and thereafter from year February 15t, 1992 until Mar to year unless previously terminated pursuant to the provisions of the partnership agreement.
- The cash and the value of each interest is VI. shown on Exhibit "A" hereof.
- At the direction of the General Partner, all partners may be required to make additional contributions which shall not exceed the original contribution as shown on Exhibit "A".

- VIII. There is no definite time when the contribution of any or all of the limited partners is to be returned.
- IX. The share of profits which the Limited Partner shall receive by reason of his contribution shall be Ninety Nine Percent (99%) of the net cash flow available for distribution. All other funds available for distribution shall be distributed to the General Partner.
- X. No Limited Partner may assign his partnership interest except with the written consent of the General Partner and all Limited Partners. If the General Partner and Limited Partners so consent, the assignee may be substituted as a Limited Partner in place of the assigning Limited Partner upon payment tot he Partnership of a fee of One Hundred (\$100.00) to cover the costs of preparation, execution and recordation of an amendment to this Certificate.
- the Partnership on the same terms and conditions as the original Limited Partners were admitted. In the event a Limited Partner assigns his partnership interest, or any part thereof, to one or more assignees, each such assignee, of the General Partner and Limited Partners consent thereto, may become a substitute or additional Limited Partner upon payment to the Partnership of a fee specified in Article X, supra.
- XII. The Partnership may continue in operation and may conduct business after the death, retirement, insanity or bankruptcy of the General Partner.
- XIII. No Limited Partner shall have any right to demand and receive property in lieu of cash, in return for his contribution as adjusted.

XIV. This Certificate may be executed in several counterparts and all so executed shall constitute one Certificate, binding on all the parties hereto.

IN WITNESS WHEREOF, the parties hereto have affixed their signatures and seals on the date first above written.

WITNESS GENERAL PARTNER

WITNESS LIMITED PARTNER

WITNESS LIMITED PARTNER

FRANK W. TIMLIN

JACK ROWGIAS

MOMAN VECCO

#### EXHIBIT "A"

GENERAL PARTNER	PERCENTAGE OF OWNERSHIP	CONTRIBUTION
Tectonic Enterprises, 2134 Espey Court Suite 13 Crofton, MD. 21114	Inc. 1%	\$ 10.00

Limited Partner	PERCENTAGE OF OWNERSHIP	CONTRIBUTION
Frank M. Timlin 7520 Indian Pipe Ct. Columbia, Md. 21046	33%	\$100.00
Jack Kontgias 2916 Elliott Street Baltimore, MD. 21224	33%	100.00
Thomas I. Redd, Jr. 342 Bantry Ct. Annapolis, MD. 21401	33%	100.00

STATE OF	MARYLAND )	BOOK 13	PAGE U126
	) ss:		
COUNTY C	F Anne Seundecl		

THIS IS TO CERTIFY that on this 3/ot day of fulliby, 1993, before me, the undersigned officer, personally appeared thank f. PEDO, TE, known to me, or satisfactorily proven, to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Solenal ann Konstewerz NOTARY PUBLIC My Commission Expires: 1-9-96

STATE OF MARYLAND COUNTY OF Anne Sounde

THIS IS TO CERTIFY that on this 3/2/day of ANNIELL,

19\_, before me, the undersigned officer, personally appeared
\_\_\_\_\_\_, known to me, or satisfactorily proven, to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Alleral ann Emplances My Commission Expires: 1-9-96

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PAGE 0127

erging Transferor) _		Surviving (Transferee)
CODE AMOUNT	FEE REMITTED	
10 30	Expedited Fee	(New Name)
20	Organ. & Capitalization	
61	Rec. Fee (Arts. of Inc.)	
62	Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
63	Rec. Fee (Transfer)	
64	Rec. Fee (Dissolution)	Change of Name Change of Principal Office
66	Rec. Fee (Revival)	Change of Resident Agent
52	Foreign Qualification	Change of Resident Agent
50	Cert. of Qual. or Reg. Foreign Name Registration	Address
51	Foreign Name Registration Certified Copy	Resignation of Resident Agent
13 56	Penalty	Designation of Resident Agent
56	For. Supplemental Cert.	and Resident Agent's Address Other Change
53	Foreign Resolution	Other Change
73	Certificate of Conveyance	
76	Certificate of Merger/Transf	fer
76 ————————————————————————————————————	Foreign Corp. Registration Limited Part. Good Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.	CODE ership Enership  ATTENTION:  Standing  Personal  A.A. Limited Part.  CODE  ATTENTION:  ATTENTION:
75 80 83 84 85 21 22 23 31 NA 87 71 600  70 91 99 98 97 96 94	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partne Termination of Limited Part Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Financial  Property Reports and late filing penalties Change of P.O., R.A. or R. Amend/Cancellation, For. Art. of Organization (LLC) LLC Amend, Diss, Continuat LLC Cancellation Reg. Foreign LLC	CODE ership nership  ATTENTION:  Standing  Personal  A.A. Limited Part.  Limited Part.  Crufton, McL. 2/1/4
75 80 83 84 85 21 22 23 31 NA 87 71 600  70 91 99 98 97 96	Special Fee For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partne Termination of Limited Part Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.	CODE ership Enership  ATTENTION:  Standing  Personal  A.A. Limited Part.  Limited Part.  Code  A.A. Limited Part.  Coupton, md. 2/1/4  G (short)

CERTIFICATE OF LIMITED PARTNERSHIP

OF

IZAAK WALTON OVERLOOK LIMITED PARTNERSHIP

APPROVED AND	RECEIVED FOR	RECORD BY T	HE STATE I	DEPARTMENT O	F ASSESSMEN	TS AND TAXATION
OF MARYLAND	OCTOBER	30, 19	92 AT	2:05	O'CLOCK	P . M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECO	R DED.				

ORGANIZATION AND CAPITALIZATION FEE PAID:

S 50.00 S SPECIAL FEE PAID:

M3528908

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: THOMAS F. REDD, JR. 2124 PRIEST BRIDGE ROAD CROFTON MD 21114

089C3060128

A 405653



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2459 2050

APPROVED FOR RECORD AMENDED CERTIFICATE OF LIMITED PARTNERSHIP 2

We, the undersigned parties, constituting all of the General and Limited Partners of Offutt Investments Limited Partnership 2 hereby certify that:

FIRST: The Certificate of Limited Partnership is hereby amended in accordance with \$10-202(b)(l) of the Corporations and Associations Article of the Annotated Code of Maryland to correct Schedule A2 attached to the Certificate in order to reflect various gifts of partnership interests made by assignment among the partners as provided under paragraph Fifth of the Certificate of Limited Partnership.

IN WITNESS WHEREOF, we have signed this Amended Certificate of Limited Partnership this 6th day of October, 1992.

We do solemnly declare and affirm under the penalties of perjury that the matters and facts contained in the aforegoing Amended Certificate of Limited Partnership are true to the best of our knowledge, information and belief.

M. WILLSON OFFUTT, ITI

KATHARYN W. OFFUTT

GENERAL PARTNERS

M. WILLSON OFFUTT, ITI

KATHARYN W. OFFUTT

ANNE RIDGELY HARTZ

WILLSON OFFUTT

85 % A 17- 104 26

M. WILLSON OFFUTT, IV, for Leigh E.

Offutt under the UTMA

M. WILLSON OFFUTT, IV, for M. Willson

Offutt, V under the UTMA

LIMITED PARNTE

LIMITED PARNTERS

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0131

		Surviving
erging Transferor)		(Transferee)
ODE AMOUNT	FEE REMITTED	
0	Expedited Fee	(New Name)
0	Organ. & Capitalization	
1	Rec. Fee (Arts. of Inc.)	
2	Rec. Fee (Amendment)	
3	Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)	
4 5	Rec. Fee (Dissolution)	Change of Name
6	Rec. Fee (Revival)	Change of Principal Office
2	Foreign Qualification	Change of Resident Agent
0	Cert. of Qual. or Reg.	Change of Resident Agent
3 8	Foreign Name Registration	Address Resignation of Resident Agent
3 _8	Certified CopyPenalty	Designation of Resident Agent
54	For. Supplemental Cert.	and Resident Agent's Address
34	Foreign Resolution	Other Change
3	Certificate of Conveyance	
16	Certificate of Merger/Transfer	
76	Certificate of Mergery Hansier	
75	Special Fee	
30	For. Limited Partnership	CODE
33	Cert. Limited Partnership	
84 50	Amendment to Limited Partnersh Termination of Limited Partner	
85 21	Recordation Tax	1 . 0
22	State Transfer Tax	ATTENTION: Syvel
22 23 31 NA	Local Transfer Tax	
31	Corp. Good Standing	
NA	Foreign Corp. Registration	anding
87 71	Limited Part. Good Sta	andring
71		Personal Personal
	Property Reports and	MAIL TO ADDRESS:
	late filing penalties	
70	Change of P.O., R.A. or R.A.A	sited Part
91	Amend/Cancellation, For. Lim Art. of Organization (LLC)	ited rait.
99	LLC Amend, Diss, Continuation	
97	LLC Cancellation	
96	Reg. Foreign LLC	
91 99 98 97 96 94	Foreign LLC Supplemental	short)
00	LLC Good Standing (s	morc)
92	501101	
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	D 1/ Obest	Pach NOTE: Concer
	Check C	Cash NOTE: Copymale
TOTAL \$580	Check C	Cash NOTE: Copymade
TOTAL \$580	Check Cocuments on checks  ED BY:	Cash NOTE: Copymale

CERTIFICATE OF AMENDMENT DEFUTT INVESTMENTS LIMITED PARTNERSHIP 2

APPROVED AND	RECEIVED FOR REC	ORD BY THE STATE DE	EPARTMENT C	OF ASSESSMENT	S AND TAXATION
	NOVEMBER	4, 1992 AT		O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORDE	D.			

ORGANIZATION AND CAPITALIZATION FEF PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
s	s50•00	s
	M2698967	

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: HYLIND INFOQUEST, INC. ATTN: SYVIL 307 DOLPHIN ST. BALTIMORE

MD 21217



091C3060462

**A** 405959

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# TERRACE VIEW MOBILE STATESPANCIETY OF ASSESSMENTS AND TAXATION ARTICLES OF SALE AND TRANSFER OVED FOR RECORD

THESE ARTICLES OF SALE AND TRANSFER are entered into first of the Second Day of November, 1992 by and between TERRACE VIEW MOBILE ESTATES, INC., a Maryland corporation (the "Transferor"), and RR&D ASSOCIATES LIMITED PARTNERSHIP, a Maryland limited partnership (the "Partnership"), and THE SHEINART FAMILY TRUST, a non-business, private family Trust organized under the laws of the State of California (the "Trust"), as tenants in common, in the shares and proportions set forth below (hereinafter sometimes collectively referred to as the "Transferees").

#### THIS IS TO CERTIFY:

FIRST: The Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferees, as tenants in common, in the shares and proportions set forth below, and to their respective successors and assigns, as hereinafter set forth.

SECOND: The Transferor, TERRACE VIEW MOBILE ESTATES, INC., is a corporation organized under the laws of the State of Maryland.

THIRD: The Partnership Transferee, RR&D ASSOCIATES LIMITED PARTNERSHIP, is a limited partnership organized under the general laws of the State of Maryland. The sole general partner of such Partnership Transferee is RR&D, INC., a corporation organized under the laws of the State of Maryland.

FIFTH: The Trust Transferee, THE SHEINART FAMILY TRUST, is a non-business, private, family trust organized under the laws of the State of California.

SIXTH: Transferees are:

The names, post office addresses and principal place of business of

RR&D ASSOCIATES LIMITED PARTNERSHIP

attention - RR&D, Inc., General Partner
Heaver Plaza, Suite 401
1301 York Road
Lutherville, Maryland 21093

and

THE SHEINART FAMILY TRUST c/o Mr. David Sheinart, Trustee and Ms. Bernice H. Sheinart, Trustee 1204 Beverwil Los Angeles, California 90035

SEVENTH: The principal office and post office address of Transferor is Suite 300 (LFH), 600 Washington Avenue, Towson, Maryland 21204, in Baltimore County, Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Anne Arundel County, Maryland.

EIGHTH: The location of the principal office of Transferees in the State of Maryland is Heaver Plaza, Suite 401, 1301 York Road, Lutherville, Maryland 21093. The Transferees own no property in this State.

NINTH: The name and address of the resident agent of the Partnership Transferee is Walter R. Stone, Heaver Plaza, Suite 401, 1301 York Road, Lutherville, Maryland 21093.

TENTH: The name and address of the resident agent of the nonresident non-business, private family Trust Transferee is Walter R. Stone, Heaver Plaza, Suite 401, 1301 York Road, Lutherville, Maryland 21093.

ELEVENTH: The nature and amount of the consideration to be paid by Transferees for the property and assets hereby transferred to them as set forth in Article FIFTEENTH herein, is Two Million, Two Hundred Thousand Dollars (\$2,200,000), to be

paid in part in the form of a \$1,550,000 purchase money deed of trust note to be tendered from the Transferees to the Transferor at the Closing for the sale transaction as of the date hereof, with the balance of the consideration to be paid in cash at the Closing for the sale transaction as of the date hereof.

TWELVTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

THIRTEENTH: A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

FOURTEENTH: As to Transferees, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the laws of the States under which such Transferees are organized, and otherwise in accordance with the terms of the Partnership Agreement or Trust instrument, as the case may be.

FIFTEENTH: In consideration of the payment to Transferor of the sum of TWO MILLION, TWO HUNDRED THOUSAND DOLLARS (\$2,200,000), the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferees, as tenants in common, in the shares and proportions set forth below, their respective successors and assigns, all of the following property and assets of the Transferor:

A. All of the Transferor's right, title, interest in and to all and any singular, the estates, rights, privileges, easements, agreements and appurtenances belonging to or in anywise appertaining to all that real property situate in Anne Arundel County, Maryland, and particularly described on Exhibit A attached hereto and incorporated herein by reference.

- B. All of the Transferor's right, title, interest and estate in and to any and all buildings, improvements and fixtures presently erected on the said parcel of land.
- C. All of the Transferor's right, title, interest and estate, if any, in and to any land lying in the bed of any and all public or private streets, roads, avenues, highways, passageways (open or proposed) in front of or adjoining the parcels of land sold hereunder.
- D. All of Transferor's right, title and interest in all those residential mobile home pad leases now existing with respect to the Property, together with all amendments thereto and all replacements and substitutions with respect thereto.
- E. All of the Transferor's right, title and interest in the personal property owned by the Transferor used in connection with the operation of the mobile home park known as Terrace View Mobile Estates and particularly described on Exhibit B attached hereto and incorporated herein by reference.
- F. All of the Transferor's right, title and interest in the Transferor's trade name, Terrace View Mobile Estates, as heretofore used in connection with its mobile home park opertions; reserving, however, to Transferor the right to maintain its corporate name in the style currently employed by Transferor.

TO HAVE AND TO HOLD the said described property and assets unto and to the use of the Transferees, their respective successors and assigns, in fee simple, forever, in the following shares and proportions: to the Partnership, an undivided 62.50% interest as a tenant in common; and to the Trust, an undivided 37.50% interest as a tenant in common.

SIXTEENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, TERRACE VIEW MOBILE ESTATES, INC., a Maryland corporation, to the Transferees, RR&D ASSOCIATES LIMITED PARTNERSHIP, a Maryland limited partnership, and THE SHEINART FAMILY TRUST, a non-business, private family Trust organized under the laws of the State of California, and it is expressly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, TERRACE VIEW MOBILE ESTATES, INC., a Maryland corporation, and RR&D ASSOCIATES LIMITED PARTNERSHIP, a Maryland limited partnership, and THE SHEINART FAMILY TRUST, a non-business, private family Trust organized under the laws of the State of California, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged: (a) in the name and on behalf of the corporation party to these Articles of Sale and Transfer, by its president, and attested by the secretary; (b) in the name and on behalf of the limited partnership party to these Articles of Sale and Transfer, by its corporate general partner, acting by and through its president, and attested by the secretary; and (c) in the name and on behalf of the non-business, private family trust party to these Articles of Sale and Transfer, by the Trustees of such trust, all as of the Second day of November, 1992.

ATTEST:

TRANSFEROR:

TERRACE VIEW MOBILE ESTATES, INC.

Gale A. Jamieson Moran
Vice President / SECRETARY

By: Curstane Manuelson (SI

President

WITNESS OR ATTEST:

TRANSFEREES:

THE SHEINART FAMILY TRUST, a California Trust

Oliquia Nepulman

David Sheinart, Trustee

(SEAL)

Bernice H. Sheinart, Trustee

TRANSFEREES (continued):

ATTEST:

RR&D ASSOCIATES LIMITED PARTNERSHIP, a Maryland limited partnership, by its general partner,

RR&D ASSOCIATES, INC., a Maryland corporation

Ronald H. Singer, President

Walter R. Stone, Secretary

THE UNDERSIGNED, President of TERRACE VIEW MOBILE ESTATES, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation, and that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Canadana Mamieson President

7

(SEAL)

THE UNDERSIGNED, President of RR&D, INC., who executed on behalf of said corporation, as general partner of RR&D ASSOCIATES LIMITED PARTNERSHIP, the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, as sole general partner of such limited partnership, the foregoing Articles of Sale and Transfer to be the limited partnership act of said limited partnership, and the corporate act of said corporation acting in its capacity as sole general partner of such limited partnership, and that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Ronald H. Singer, President

THE UNDERSIGNED, Trustees of THE SHEINART FAMILY TRUST, who executed on behalf of said trust the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said trust, the foregoing Articles of Sale and Transfer to be the act of said trust and that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Orginea Vehilman David Sheinart, Trustee (SEAL David Sheinart, Trustee

Propine We kuthan Bunke W. Shernard (SEAL)

## EXHIBIT A PROPERTY DESCRIPTION TERRACE VIEW MOBILE PARK TRILLO AVENUE ANNE ARUNDEL CO., MARYLAND

PARCEL ONE: Beginning at a point on the west side of a 30 foot wide right-of-way, now known as Trillo Avenue, which by deed dated 13 July 1955 and recorded among the Land Records of Anne Arundel County in Libre G.T.C. No. 950, folio 97 and conveyed by Frank Ciszewski to the Maryland State Roads Commission, said point being at the end of the 2nd or South 05°16′ 02″west 118.05 foot line of the Confirmatory Deed dated 19 November 1965, conveyed by Robert and Constance Jamieson to Terrace View Mobile Estates, Inc.; thence running with and binding reversely on a portion of the 2nd or North 75°55′West 902.23 foot line of the lands conveyed by Norrine M. Schofield to William F. & Helen S. Schickton by deed dated 2 June 1954, and recorded among the Land of Anne Arundel County in Libre 838, folio 22 the following course and distance

- 1. South 67°55'26" West a distance of 569.54 feet to a concrete monument found at the end of the 11th or South 31°51' East 142.82 foot line of the lands conveyed by Joseph J. & Virginia Lee Hock to Joseph J. Hock, Inc. by deed dated 1 February 1967 and recorded among the Land Records of Anne Arundel County in Libre 2043, folio 221; thence running with and binding on the easterly side of said lands of Joseph J. Hock, Inc. and on the centerline of a ditch, as now surveyed, the five following courses and distances
  - 2. North 36°13'43" West a distance of 142.85 feet; thence
  - 3. North 15°56'09" West a distance of 106.80 feet; thence
  - 4. North 22°23'13" East a distance of 44.27 feet; thence
  - 5. North 34°43'33" East a distance of 103.59 feet; thence
- 6. North 27°17'08" East a distance of 44.63 feet; thence leaving the easterly side of the last mentioned lands of Joseph J. Hock, Inc. and the centerline of said ditch and running with and binding reversely on a portion of the 1st or South 75°55'42" West 572.24 foot line of the 1st parcel of land conveyed by Robert G. & Constance M. Jamieson to Terrace View Mobile Estates, Inc. by deed dated 8 June 1961 and recorded among the Land Records of Anne Arundel County in Libre 1485, folio 390 the following course and distance
- 7. North 76°02'03" East a distance of 541.72 feet to the west side of the aforementioned 30 foot wide right-of-way; thence running with and binding on the west side of said right-of-way the two following courses and distances: by a curve to the left

- 8. 191.90 feet with a radius of 7849.44 feet and being subtended by a chord bearing of South 03°59'03" East a distance of 191.90 feet to a point of tangency; thence
  - 9. South 03°14'27" East a distance of 109.09 feet to the place of beginning.

Containing 4.743 acres of land, more or less.

- PARCEL TWO: Beginning for the second at a point where the 2nd line of the conveyance from Frank Ciszewski to Fred C. & Eliza J. Noel by deed dated 14 October 1946, and recorded among the Land Records of Anne Arundel County in Libre J.H.H. 386, folio 147, is intersected by the westerly right-of-way line of the Harbor Tunnel Thruway, (I-895) as shown on Maryland State Roads Commission Plats Nos. 13512 & 13513; thence leaving the west side of said Harbor Tunnel Thruway and running with and binding reversely on the 2nd & 6th lines of the lands formerly of said Fred C. & Eliza J. Noel, as now surveyed, the following courses and distances
- 1. South 76°02'03" West a distance of 572.25 feet to a point on the easterly side of the lands conveyed by Joseph J. & Virginia Lee Hock to Joseph J. Hock, Inc. by deed dated 1 February 1967 and recorded among the Land Records of Anne Arundel County in Libre 2043, folio 221, said point also being in the centerline of a ditch there situate; thence running with and binding on the easterly side of said lands of Joseph J. Hock, Inc. and on the centerline of said ditch the following courses and distances
  - 2. North 17°35'03" East a distance of 194.16 feet; thence
- 3. North 08°20'45" East, in part, a distance of 459.31 feet to the southeast corner of the subdivision entitled "Revised Subdivision of Angelo P. Ruta", recorded in Anne Arundel County in Platbook No. 69, folio 24, Plat No. 3649; thence continuing in the same direction, running with and binding on the east side of said Revised Subdivision in all a distance of 509.29 feet; thence continuing to bind on the east side of said Revised Subdivision
- 4. North 04°47'42" East a distance of 145.47 feet; thence leaving the east side of said Revised Subdivision and running with and binding on the south side of the lands now or formerly of Fred C. & Eliza J. Noel
- 5. North 85°42'21" East a distance of 436.92 feet to the west side of the aforementioned Harbor Tunnel Thruway; thence running with and binding on the west side of the Harbor Tunnel Thruway
- 6. South 02°24'54" East a distance of 106.16 feet to a concrete monument found; thence continuing to bind on the west side of the Harbor Tunnel Thruway
  - 7. South 07°38'32" West a distance of 308.86 feet; thence by a curve to the left

8. 316.59 feet with a radius of 7819.44 feet and being subtended by a chord bearing of South 02°04'57" East a distance of 316.57 feet to the place of beginning.

Containing 8.284 acres of land, more or less.

#### **EXHIBIT B**

#### PERSONAL PROPERTY DESCRIPTION

- 1. Electric Eel
- 2. Gestetner Copier
- 3. Panasonic Typewriter
- 4. Two (2) Adding Machines
- 5. Three (3) Desks and Chairs
- 6. Two (2) File Cabinets
- 7. Telephone Answering Machine
- 8. Clock Radio
- 9. Desk Lamp
- 10. Small Refrigerator
- 11. Coffee Maker
- 12. Wooden Bench and Three (3) Stools
- 13. Two (2) Air Conditioner Units (Office)
- 14. Tools (assorted hand tools saws, hammers, drills, etc. lawnmowers, weedeater, chainsaw, etc.

#### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0146

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PAGE 0147 BOOK 15

ARTICLES OF TRANSFER OF TERRACE VIEW MOBILE ESTATES, INC. (A MD CORP.)

TRANSFEROR

AND RRED ASSOCIATES LIMITED PARTNERSHIP (A MD LIMITED PARTNERSHIP) TRANSFEREE

THE SHEINART FAMILY TRUST (A PRIVATE FAMILY TRUST UNDER THE LAWS OF CA. )

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER

9, 1992 AT 12:40 O'CLOCK

P . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FFE PAID:

RECORDING FEE PAID:

CERT. OF CONV.-ANNE ARUNDEL COUNTY

24.00 4.00

\$28.00 TOTAL M3530383

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: CHICAGO TITLE INSURANCE COMPANY 110 ST. PAUL ST. MD 21202 BALTIMORE

> > 096C3061013

A 406441

Seromanni III

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

#### COMPREHENSIVE EQUIPMENT CORPORATION

The Board of Directors of COMPREHENSIVE EQUIPMENT CORPORATION, A Corporation organized in Maryland, on November 1, 1992, duly approved the resolution as follows:

RESOLVED: That the Resident Agent of the Corporation is changed to NORMAN MURPHY. The Post Office address of the Resident Agent is 1418 Pond Ridge Drive, Pasadena, MD. 21122. Said Resident Agent is a citizen of Maryland.

RESOLVED: That the Post Office address of the Principal office of the Corporation is 1418 Pond Ridge Drive, Pasadena, MD 21122.

RESOLVED: That the Principal officer of the Corporation is NORMAN MURPHY.

I, NORMAN MURPHY, Resident Agent and Principal Officer, certify under the penalty and perjury that to the best of my knowledge, information, and belief the foregoing resolutions are true in all material respects.

23158046

NORMAN MURPHY Resident Agent Principal Officer

Date: Nov 9, 1992

.92 NOV 10 AM 8 38

RECEIVED

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD

11-10-92 8 8:38 A.

3462 2131

# STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxatlor CHARTER DIVISION

Room 8() 301 West Preston Street Baltimore, Maryland 212()

BOOK 15

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CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE COMPREHENSIVE EQUIPMENT CORPORATION

BOOK 15 PAGE 0150

	10 1002 AT	8:38 O'CLOCK	A . M. AS IN CONFORMITY
OF MARYLAND NOVEMBER	10, 1992 AI	a. 36 OCLOCK	M. AS IN CONTORMA
WITH LAW AND ORDERED RECOR	RDED.		

ORGANIZATION AND CAPITALIZATION FEE PAID: 10.00

D2799799

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: COMPREHENSIVE EQUIPEMENT CORPORATION 1418 POND RIDGE DR. PASADENA

MD 21122

09603060997

A 406428



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3482 2130

# CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made this November, 1992, by the undersigned parties.

WITNESSETH:

The undersigned party, constituting the sole general partner of SPRING HOUSE APARTMENTS LIMITED PARTNERSHIP hereby certifies that:

BOOK 15

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Throughout this Certificate, any word or words that are defined in the Maryland Revised Uniform Limited Partnership Act, as amended from time to time ("MRULPA"), shall have the same meaning as provided in the MRULPA, and the word or words listed below within quotation marks shall be deemed to include the words which follow them:

- A. "Certificate" -- This Certificate of Limited Partnership.
- B. "Partnership" -- This Limited Partnership.

#### 1. PARTNERSHIP NAME.

The name of the Partnership shall be "SPRING HOUSE APARTMENTS LIMITED PARTNERSHIP."

# 2. PRINCIPAL OFFICE AND RESIDENT AGENT.

The address of the principal office of the Partnership in this State is 2 Evergreen Road, Severna Park, Maryland 21146. The name and address of the resident agent of the Partnership in this State is Fred Pritt, 2 Evergreen Road, Severna Park, Maryland 21146.

# 3. NAME AND ADDRESS OF GENERAL PARTNERS

The name and the business, residence, or mailing addresses of the general partner are set forth on the signature pages hereof.

#### 4. DISSOLUTION

The latest date upon which the Partnership is to dissolve is December 31, 2020.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed 13 Aday of November, 1992.

GENERAL PARTNER

2321868至1994

SPRING HOUSE APARTMEN'TS, INC.

By: (SEAL)

Business, mailing or residence address:

2 Evergreen Road Severna Park, Maryland 21146

R'spring cer - 11/12/92

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## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator





# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PAGE 0 1 5 3

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# BOOK 15 PAGE 0154

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SPRING HOUSE APARTMENTS LIMITED PARTNERSHIP

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IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: GREGORY SWAIN 4 EVERGREEN RD. SEVERNA PARK

MD 21146



096C3060969 **A** 406400

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

BOOK 15 PAGE 0 1 3 3

STATE DEPARTMENTS OF ASSESSMENTS AND TAXALLON

APPROVED FOR PECCED

11/25/92 at 2:55 p.m.

less

KOCH DEVELOPMENT LIMITED PRETMERCHIP

LIMITED PARAMEMENT AGREEMENT

23328437

Lessans and Tete Attorneys at Lew 7419 Beltimore-Annapolis Blvd. P.O. Hox 1330 Glen Burnie, Maryland 21060 410/760-5000

# BOOK 15 PAGE 0138

#### ROCH DEVELOPMENT LIMITED PARCHERSHIP

### LIMITED PROTUGERED ACCOUNT

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3.	Principal Office of Partnership, Resident Agent2
4.	Purposes2
5.	Filing of Initial Certificate3
6.	Term3
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10.	Rights and Powers of General Partners, Management of Partnership Business5
11.	Legal Title to Partnership Property8
12.	Status of Limited Powers8
13.	Assignability of Partnership Interests9
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#### KOCH DEVELOPMENT LIMITED PROGNERSHIP

## LIMITED PARTMERSEIP ASSEMBNT

BOOK 15 PAGE 0 1 58

The Securities represented by this Agreement and Cestification have not been registered under the Securities hat of 100 (Mact") or applicable state securities laws (the "State shall not be sold, pledged, hypothecated, donated or transferred (whether or not for consideration) by the holder upon the issuance to the Partnership of a favorable orinion of counsel and/or submission to the Partnership of such other evidence as may be satisfactory to counsel to the Partnership, to the counsel that any such transfer shall not be in violation of the Act and the State Acts.

("Agreement" or "Certificate") is made this day of November, 1992, by and between KOCH PROPERTY MANAGEMENT, INC., a Maryland corporation, as general partner, and those partners signatory hereto, as limited partners.

#### Amplanatory Statements

The parties hereto desire to join together in a limited partnership under and pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act, Title 10 of the Corporations and Associations Article of the Annotated Code of Maryland for the purposes of (a) acquiring one or more tracts of land, including finished building lots (the "Properties"); (b) developing the Properties as residential building lots; and (c) marketing and selling the Properties, or constructing dwellings thereon and thereafter selling the Properties, as improved, to third parties.

parties hereto, each to the other, and of other good and valuable consideration, receipt of which is hereby acknowledged, it is mutually agreed by and between the parties hereto as follows:

1. Name. The name of this limited partnership shall be:

#### "KOCH DEVELOPMENT LIMITED PARTNERSHIP"

2. Definitions. Throughout this Agreement, any word or words that are defined in the Maryland Revised Uniform Limited Partnership Act ("MRULPA"), as amended from time to time, shall have the same meaning as provided in the MRULPA, and the word or

words listed below within quotation marks shall be deemed to include the words which follow them:

- 2.1. "Agreement" This Limited Partnership Agreement.
- 2.2 "Partnership" This Limited Partnership.
- 3. Principal Office of Partnership, Resident Agent.
- 3.1. The address of the principal office of the Partnership in this State shall be located at:

Koch Development Limited Partnership c/o Koch Property Management, Inc. 900 Ritchie Highway, Suite 201 Severna Park, Maryland 21146

3.2. The Partnership may have such other or additional offices as the general partners, in their sole discretion, shall deem necessary or advisable. The name and address of the Resident Agent of the Partnership in this State are:

Gary W. Koch 900 Ritchie Highway, Suite 201 Severna Park, Maryland 21146

- 4. Purposes. The purposes for which the Partnership is formed are as follows:
- 4.1. The Partnership shall acquire one or more tracts of land in the State of Maryland, including finished building lots; provide the necessary site improvements to the Properties; and either sell the individual building lots comprising the Properties to third parties or construct dwellings thereon for sale to the general public. Said tracts of real property together with the improvements to be constructed thereon and appurtenances thereto shall be hereinafter referred to as the "Properties".
- 4.2 The Partnership may sell all or any part of the Properties.
- 4.3. The Partnership may also do and engage in any and all other things and activities incident to the acquisition, holding, management, operation, leasing, development and sale of the Properties.
- make any other transaction which the general partners, in their sole discretion, shall deem to be reasonably related to the furtherance of the foregoing purposes of the Partnership as a whole.

- 5. Filing of Initial Certificate. The general partners shall (a) promptly file a counterpart of this Limited Partnership Agreement and Certificate with the State Department of Assessments and Taxation of Maryland (the "Department"), and (b) do all other things requisite for the due formation of the Partnership as a limited partnership pursuant to the laws of the State of Maryland.
- 6. Term. The Partnership shall be formed at the time of the filing of this Limited Partnership Agreement and Certificate with the Department. Unless sooner terminated pursuant to the further provisions of this Agreement, the Partnership shall continue until the close of the business on December 31, 2022.

#### 7. Partners, Partnership Interests, Contributions.

- 7.1. The name and the home or business address of each partner and the type and class, if any, of partnership interest, original contribution and percentage of partnership interest of each of the partners are as set forth on the signature page hereof.
- 7.2. The original contribution of each partner set forth on the signature page hereof shall be contributed and paid in cash to the Partnership upon execution of this Agreement by each respective partner.
- 7.3. An individual capital account shall be maintained for each partner. The capital account of each partner shall consist of his original contribution, increased by (a) additional contributions made by him, and (b) his share of Partnership net profits, and decreased by (i) distributions of such net profits and capital to him, and (ii) his share of Partnership losses.
- shall be entitled to receive any distributions from the Partnership. A limited partner shall have the right to withdraw from the Partnership on not less than six (6) months prior written notice to each general partner at his address on the books of the Partnership. On withdrawal, a withdrawing partner shall be entitled to receive from the Partnership any distribution to which he would otherwise be entitled under this Agreement, prorated to the date of withdrawal, but only if, as and when such distribution shall be made by the Partnership to the non-withdrawing partners; a withdrawing partner shall not be entitled to receive from the Partnership as of the date of withdrawal. Prior to the dissolution and winding-up of the Partnership, no partner shall be entitled to receive distributions which constitute a return of any part of the partnership interest. Except to the extent otherwise required by the HRULPA, no partner shall be required to reimburse the Partnership or any partners for distributions made to him in excess of the amount of his contribution or for any negative balance in his capital account. No limited partner shall have any right to

demand and receive property (other than cash) of the Partnership in return of his contributions.

7.5. Except to the extent otherwise required by the MRULPA, no limited partner shall be required to make any contribution to the Partnership in excess of his original contribution.

#### 8. Allocations of Profits and Losses.

- 8.1. For purposes of this Agreement and until determined otherwise by the general partners, in their sole discretion, the term fiscal year shall mean the calendar year (the "Fiscal Year").
- 8.2. The profits and losses of the Partnership shall be determined for each Fiscal Year of the Partnership in accordance with the accounting methods followed for federal income tax purposes and otherwise in accordance with generally accepted accounting principles and procedures applied in a consistent manner. For purposes of Sections 703 and 704 of the Internal Revenue Code of 1986, or the corresponding sections of any further internal revenue law, or any similar tax law of any state or jurisdiction, and for such purposes only, the determination of each partner's distribution share of all Partnership items of income, gain, deduction, loss, credit or allowance for any period or year shall be made in proportion to the amounts of the partners' respective percentages of partnership interest.
- 8.3. The profits of the Partnership shall be shared among the partners and the losses of the Partnership shall be borne by the partners in proportion to each partner's respective percentage of partnership interest.

#### 9. Distributions.

- 9.1. For purposes of this Agreement:
  - 9.1.1. "Net Cash Flow" shall mean:
- purposes as shown on the books of the Partnership, including dividends, capital gains, involuntary conversions, and gains or losses from Section 1231 property, as defined in the Internal Revenue Code of 1986, and any charitable contributions, increased by (a) the amount of the depreciation deductions taken in computing such taxable income, and (b) any non-taxable income received by the Partnership (not including proceeds of any loans), and reduced by (i) payments upon the principal of any indebtedness, secured or unsecured, of the Partnership, (ii) expenditures for capital improvements, additions or replacements (except to the extent financed through any Partnership indebtedness, secured or unsecured), and (iii) any cash outlays which are used in computing the Partnership's federal taxable income, and such reserves for

repairs and reserves to meet anticipated expenses as the general partners shall deem to be reasonably necessary; plus,

9.1.1.2. Any other funds deemed by the general partners to be available for distribution.

- 9.2. The Net Cash Flow of the Partnership shall be distributed among the partners, in proportion to each partner's respective percentage of partnership interest, as and when deemed advisable by the general partners, in their sole discretion.
- 9.3. The net proceeds from the sale of all or any portion of the Properties or any excess funds resulting from the placement or refinancing of any mortgage on the Properties or the encumbrancing of the Properties in any other manner may be distributed to the partners in proportion to each partner's respective percentage of partnership interest, in the sole discretion of the general partners.
- 10. Rights and Powers of General Partners, Management of Partnership Business.
- control of the management and operation of the affairs and business of the Partnership and shall operate the Partnership for the benefit of all of the partners. The general partners shall act only upon the consent of the majority in number of the general partners; provided, however, one of their signatures shall be sufficient to bind the Partnership so long as such signatory has the written consent thereto of the other general partners. The general partners shall not have the right to withdraw as general partners from the Partnership and any withdrawal by a general partner shall be in breach and violation of this Agreement.
- at the expense of the Partnership), in extension and not in limitation of the rights and powers given by law or by the other provisions of this Agreement, shall, in their sole discretion, have the full and entire right, power and authority in the management of the business and affairs of the Partnership:
- and operate, either directly or indirectly, improved or unisproved real estate of any kind (or any interest or interests therein), and to carry on any and all activities related thereto; and to invest and reinvest any funds or monies of the Partnership in such property, real, personal, or mixed, as may be consistent with the purposes of the Partnership set forth in Section 4 hereof.
- hereof, to sell, with or without notice, at public or private sale, and to exchange, trade, transfer, assign, convey, mortgage or otherwise encumber, finance, lease for any term (including a term extending beyond the term of this Partnership), pledge, appraise,

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or have appraised, apportion, divide in kind, borrow on, hypothecate or give options for any and all of the Partnership preserty, whether realty or personality, upon such terms and conditions as the general partners, in their sole discretion, may down to be in the best interest of the Partnership, and in so doing to execute, acknowledge, seal and deliver all necessary documents or instruments.

- 10.2.3. To cause the Partnership to participate in any capacity (whether as stockholder, bondholder, creditor, partner, venturer, member, fiduciary, beneficiary or otherwise) in any business or organization or enterprise, whether incorporated or unincorporated, and in any manner or form whatsoever.
- independent contractors to assist in or assume full responsibility for the management and operation of the Partnership business, including persons related to or affiliated with the general partners, and, in each such instance, to pay them reasonable compensation therefore.
- 10.2.5. To commence or defend litigation with respect to the Partnership or any of its assets or liabilities; to commence, settle, arbitrate, or otherwise adjust claims in favor of or against the Partnership and to insure its assets and undertakings and the general partners against any and all risks.
- 10.2.6. To make loans and extend credit to the Pertnership; to borrow money from any partner, bank, lending institution or other lender for any Partnership purpose, and in mection therewith, issue notes, debentures or any other evidence of indebtedness and encumber the assets of the Partnership to cours repayment of borrowed sums; and no partner, bank, lending institution or other lender to which application is made for a loan by the general partners shall be required to inquire as to the for which such loan is sought, and as between this Pertnership and such partner, bank, lending institution or other leader, it shall be conclusively presumed that the proceeds of such lean are to be and will be used for the purposes authorized under the Agreement; to obtain replacement or refinancing of any indubtedness or security therefore with respect to any Partnership presenty, or to repay the same in whole or in part, whether or not a prepayment penalty may be incurred; to increase, modify, consolidate or extend any mortgage or deed of trust placed upon any Pertnership property; provided, however, that the interest rate on a loan or loans made by a partner to the Partnership shall not by more than three percent (3.0%) the prime rate of interest charged by Provident Bank of Maryland from time to time.
- 10.2.7. To improve, develop, operate and manage seal estate; to construct, alter, demolish or repair buildings, structures, or other improvements on real estate; to settle beautiery lines and to grant and reserve easements, covenants, rights-of-way and other rights or privileges with respect to real

## BOOK 15 PAGE 01 61

estate; and to partition and to join with co-owners and others in dualing with real estate in any way.

of property of the Partnership among the partners or for other purposes, to appraise (or have appraised) and evaluate the property to be thus distributed; and such appraisals and valuations shall be made by such person or persons as are selected or engaged by the general partners, in their sole discretion, and shall be binding on all partners and any other persons interested in the Partnership and the property of the Partnership.

of the United States, the several states and other relevant jurisdictions as to the treatment of items of income, gain, loss, deduction and credit, and as to all other relevant matters, as the partners, in their sole discretion, deem necessary or desirable.

chligations, bank certificates of deposit, short-term debt securities and short term commercial paper, pending initial investment or future re-investment of the Partnership's funds, or to provide a source from which to meet contingencies; provided, however, that no such investments shall be made that would cause the Partnership to be deemed an investment company under the Partnership to be deemed an investment company under the

in all such proceedings, and to execute, acknowledge, seal and deliver such documents or instruments, although not specifically mentioned herein, as the general partners, in their sole discretion, may deem necessary or desirable to conduct the business of the Partnership and to carry out the purposes of the Partnership and, in general, to carry on and do all things necessary to conduct the affairs of the Partnership with all the powers that an individual may have in dealing with his own affairs.

- he exercised by them and any or all of such powers may be assigned or delegated by the General Partners to any other person, except the limited partners, including persons and entities related to or affiliated with the general partners.
- 10.4. In addition to the specific rights and powers herein granted to the general partners, the general partners shall possess and may enjoy and exercise all of the rights and powers of general partners as provided in the MRULPA.
- 10.5. The general partners, or their delegate, as the case may be, shall devote such of their time to the business of the partners of the conduct said business. Any of the partners, or any stockholder, officer, director, employee or other person holding a

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legal or beneficial interest in any entity which is a partner, may engage in or possess an interest in other business ventures of every nature and description, whether or not in competition with the business of the Partnership, independently or with others, including, but not limited to, the ownership, financing, leasing, enseation, management, syndication, brokerage and development of real property; and neither the Partnership nor the partners shall have any right by virtue of this Agreement in and to such independent ventures or to the income or profits derived therefrom.

- Partnership, may contract with any person related to or affiliated with the general partners, and the general partners and such person related to or affiliated with the general partners (including any of the directors, officers or employees of such persons) their designees and nominees, shall not be liable to the Partnership or to any of the partners for damages, losses, liability or expenses of any nature whatsoever resulting from errors in judgment or any acts or omissions, whether or not disclosed, unless caused by willful misconduct.
- or any portion of the property of the Partnership shall be held in the name of "Koch Development Limited Partnership", or in such other manner as the general partners, in their sole discretion, shall determine to be in the best interest of the Partnership. Without limiting the foregoing grant of authority, the general partners may arrange to have title taken and held in their own names or in the names of trustees, nominees or straw parties for the Partnership. It is expressly understood and agreed that the manner of holding title to the property (or any part thereof) of the Partnership is solely for the convenience of the Partnership, and that all such property shall be treated as Partnership property subject to the terms of this Agreement.

#### 12. Status of Limited Powers.

- 12.1. No limited partner, in addition to the exercise of his rights and powers as a limited partner, shall take part in the centrol of the business of the Partnership.
- 12.2. The limited partners shall have no voting rights, except those pertaining to the dissolution and winding-up of the Partnership, as set forth in Section 15; the sale of all or substantially all of the assets of the Partnership, as set forth in this Section 12; and approving an amendment to this Agreement, as set forth in this Section 12.
- 12.3. The general partners shall have the authority to amend this Agreement provided that any such amendment shall have reserved the consent of partners whose respective percentages of partnership interest exceed fifty percent (50%) of the total partnership and the agreement of a majority in number of the

general partners. A sale, exchange, lease, mortgage, pledge, or other transfer of all or substantially all of the assets of the Fartnership shall require consent of partners whose respective percentages of partnership interest exceed sixty six and two-thirds (66 2/31) of the total percentage of partnership interests of all pertners in the Partnership and the agreement of a majority in number of the general partners.

12.4. Meetings of the Partnership for any purpose shall be held at the call of the general partners. All such meetings shall be held at a place designated by the general partners, and written notice of such location and of the date and time of the meeting shall be given by the general partners to each limited partner at least ten (10) days prior to such date.

#### 13. Assignability of Partnership Interests.

- none of the general partners shall have the right to withdraw from the Partnership or to assign all of their partnership interest in the Partnership. Any part but not all of the partnership interest of each general partner, as general partner, shall be assignable to a mouse, ancestor, descendant, brother or sister of a general partner or to a testamentary or inter-vivos trust of which the ficiaries are one (1) or more of a group consisting of the ancestor, descendant, brother or sister of the general ther, provided that such assignment does not terminate the thership for federal income tax purposes; and the assignee of shall be a limited partner entitled to all the rights and and shall be subject to all the restrictions on and chications and liabilities of a limited partner under this appearant and the MRULPA.
- 13.2. Subject to the further provisions hereof and to the consent of a majority in number of the general partners, the partnership interest of each permitted assignee of a limited partner shall become a limited partner of the Partnership, provided that the assignee pays a fee not to exceed Five Hundred Dollars (400.00) to the Partnership to cover the costs and expenses of preparing, executing and filing of a Certificate of Amendment with the Department.
- 13.3. The partnership interest owned by an assignee who has not become a limited partner in accordance with the provisions of this Section 13 shall be assignable to the same extent as if such assignee had become a limited partner, but any such assignment shall be subject to all the provisions of this Section 13
- 13.4. In the event of an assignment pursuant to this Section 13, the Partnership shall continue with respect to the remaining partners, appropriate adjustments shall be made to their cepital accounts and partnership interests to reflect the arrigment of the partnership interest of the assignor partner, and an election may be made by the general partners, in their sole

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discretion, to adjust the basis of Partnership assets in accordance with Section 754 of the Internal Revenue Code of 1986, and the similar provisions of the tax law of any state or other jurisdiction.

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- Anything contained in this Agreement to the centrary notwithstanding, each of the limited partners hereby warrants and represents to the Partnership and to the general partners, jointly and severally, that the partnership interest acquired by him is being acquired by him for his own account, for investment only, and not with a view to, the offer for sale or the eale in connection with, the distribution or transfer thereof.

  Buch of the limited partners, further warrants and represents to the Partnership and to the general partners, jointly and severally, that he is not participating, directly or indirectly, in a distribution or transfer of such partnership interest, nor is he participating, directly or indirectly, in the underwriting of any each distribution or transfer of such partnership interest. Each of the limited partners further warrants and represents to the Partnership and to the general partners, jointly and severally, that he will not act in any way that would constitute him to be an derwriter, within the meaning of the Securities Act of 1933 (the "net"), of such partnership interest.
- Each of the partners hereby agrees that his 13.6. partnership interest and any agreement or certificate evidencing such partnership interest shall be stamped or otherwise imprinted with a conspicuous legend in substantially the form set forth at the top of the first page of this Agreement. Such partnership interest shall not be transferable except upon the conditions excified in this Section 13.5. Each of the limited partners realizes and agrees that, by becoming a limited partner in the Portnership pursuant to the terms of this Agreement and consistent with the aforesaid legend, prior to any permitted transfer of a pertnership interest he shall give written notice to the general pertners and shall present copies thereof to counsel for the Pertnership and the following provisions shall apply:
- (a) If in the opinion of such counsel the proposed transfer of such partnership interest may be effected without registration thereof under the Act, as then in force, or any similar statute then in force, and applicable state securities law, the general partners shall promptly thereafter notify the holder of such partnership interest, whereupon such holder shall be entitled to transfer such partnership interest all in accordance with the terms of the notice delivered by such holder to the general partners, this Agreement and upon such further terms and conditions as shall be required by counsel for the Partnership in order to assure compliance with the Act and applicable state securities law;
- (b) If in the opinion of such counsel the proposed transfer of such partnership interest may not be effected without registration of such partnership interest under the Act and

## BOOK 15 PAGE 0 1 68

promptly delivered to the holder who had proposed such transfer, and such transfer shall not be made unless such registration is then in effect.

- interest is not and will not be registered under the Act or under the Maryland Securities Act (the "State Act") and that the Partnership does not file periodic reports with the Securities Buchange Act of 1934. Each limited partner also understands that the Partnership has not agreed with any limited partner to register his partnership interest for distribution in accordance with the provisions of the Act or the State Act, and that the Partnership has not agreed to comply with any exemption under the Act or the State Act for the sale hereafter of such securities. Hence, it is the understanding of each limited partner that by virtue of the provisions of certain rules respecting "restricted securities" promulgated under the Act, his partnership interest must be held by his indefinitely unless and until subsequently registered under the Act and applicable state securities law, unless an exemption from such registration is available, in which case such partner may still be limited as to the amount of his partnership interest that he may sell.
- shall not be dissolved and the affairs of the Partnership shall not be wound-up upon either one or two of the general partners' ceasing to be general partners upon the happening of any of the events set forth in Section 10-402 of the MRULPA; so long as there shall be at least one general partner of the Partnership remaining, the business of the Partnership shall be continued under this express right to do so.

#### 15. Dissolution of the Partnership.

- 15.1. The Partnership shall be dissolved and its affairs shall be wound-up upon the first to occur of any of the following events:
- 15.1.1. The consent of the partners whose respective percentages of partnership interest exceed seventy percent (70%) in the aggregate of the total of one hundred percent (100%) of the partnership interests of the Partnership.
- 15.1.2. The sale of all or substantially all of the Pertnership assets.
- 15.1.3. The expiration of the term of the Partnership.
- 15.1.4. The unanimous consent of the general partners.

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- and the limited partners fail to promptly appoint a substitute general partner in their stead.
- 15.1.6. The entry of a decree of judicial dissolution under Section 10-802 or the MRULPA.
- 15.2. Upon a dissolution of the Partnership the assets chall be liquidated, and the proceeds therefrom, together with contributed in kind to the extent sufficient therefore, chall be applied and distributed in order of priority as follows:
- 15.2.1. First, to creditors, including partners who are creditors, to the extent permitted by law, in satisfaction of the liabilities of the Partnership other than liabilities for distributions to partners under this Agreement.
- 15.2.2. Second, to the payment and discharge of any looms made by any of the partners to the Partnership.
- 15.2.3. Third, to the creation of any reserves which may be deemed reasonably necessary by the general partners for contingent liabilities of the Partnership (which reserves shall be held in escrow or in trust).
- 15.2.4. Fourth, to partners and former partners in setisfaction of liabilities for distribution under this Agreement.
- 15.2.5. The balance remaining, if any, to partners, first, for the return of their contributions and, second, respecting their partnership interests in the proportion to each partner's respective percentage of partnership interest.
- 15.3. Upon the dissolution and the completion of the winding-up of the Partnership, the general partners shall execute and cause to be filed with the Department a Certificate of Cancellation of the Partnership.
- 15.4. The general partners shall not be personally liable for the return or repayment of all or any portion of the contributions of any partner; any such return or repayment shall be made solely from Partnership assets.
- described in such bank account or accounts as the general partners shall deem appropriate, in their sole discretion, and the general partners shall arrange for the appropriate conduct of such accounts. The general partners shall not be liable in the event of a failure of any such depository.

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BOOK 15

# 17. Books of Account, Accounting Year, Audits, Reports to

TEL NO: 30 766--37

- 17.1. There shall be kept at the principal office of the Pertnership all records required to be kept by the Partnership under Section 10-105 of the MRULPA. The partnership books shall be less to on the cash receipts and disbursements method or on the accrual method as the general partners, in their sole discretion, may determine.
- end of each Partnership Fiscal Year by such independent certified public accountants as the general partners, in their sole discretion, may, from time to time, designate. Any partner shall have the right to inspect and copy the records of the Partnership designated in Section 10-105 of the MRULPA; provided such that it is not copying is made at the reasonable request and at the constant of the partner desiring the same and is made during the same business hours.
- days after the close of the Partnership Fiscal Year, mail to the limited partners an annual report containing complied or reviewed financial information of the business of the Partnership for such accounting year and shall, at the same time, furnish each partner of the Partnership with all of the information which is relevant to each partner for federal income tax purposes. The annual report contain such other information as the general partners, in the sole discretion, may determine. The general partners may to the limited partners such quarterly, semi-annual and other tax or other information as the general partners, in their sole discretion, may designate.
- advance expenses to the general partners to the fullest extent and in the manner provided for corporate directors in Section 2-418 of the Corporations and Associations Article of the Annotated Code of the Corporations and Associations Article of the Annotated Code of the Partnership. For the made solely from the assets of the Partnership. For the purposes of this Section 18, a general partner shall be deemed to be a director within the meaning of Section 2-418; the Partnership shall be deemed to be a corporation within the meaning of Section 2-418; and the general partners shall be deemed to be the board of directors within the meaning of Section 2-418.

#### 19. Miscellaneous Provisions.

19.1. Unless otherwise provided in this Agreement, no partner shall be liable to any other partner or to the Partnership for any good faith act or omission to act in the exercise of his judgment under the provisions of this Agreement.

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- 19.2. Nothing herein contained shall be construed to constitute any partner hereof the agent of any other partner or to limit in any manner the partners in the carrying on of their own respective business or activities.
- herein shall be given by first class certified or registered U.S. mail, return receipt requested, all required postage prepaid, if to a fertner, to the address of the Partner set forth on the signature pages to this Agreement, unless notice of a change of address is given to the Partnership, and if to the Partnership, to the principal office of the Partnership as set forth in Section 3.1 hereto, or as later changed. Time periods shall commence on the date of mailing of a notice or any other communication. Any notice which is required to be given within a stated period of time shall be considered timely if postmarked before midnight of the last day of such period. All notices or other communications shall be desired received when given, as aforesaid.
- 19.4. Each limited partner hereby makes, constitutes and points the general partners, and each of them, with full power of stitution, his true and lawful attorney, for him and in his place and stead and for his use and benefit to sign, seal and file with the Department the Initial Certificate of Limited Partnership of the Partnership admitting him as a limited partner to this Partnership in accordance with the laws of the State of Department to the Partnership in accordance with the laws of the State of Department to the laws of any other state in which such a certificate is required to be filed.
- 19.5. The power of attorney granted hereunder to the general partners is a special power of appointment coupled with an interest, is irrevocable, and shall (to the extent permitted by applicable law) survive the disability of the limited partner.
- or include the other genders and the use of the singular herein shall be deemed to be or include the plural (and vice-versa), therefore appropriate. The headings herein are inserted only as a matter of convenience, and reference, and in no way define, limit or describe the scope of this Agreement, or the intent of any provisions thereof.
- all parties hereto to be an integration of all) of the covenants, precises, agreements, warranties and representations among the ties hereto with respect to the Partnership, the business of the Partnership and the property of the Partnership, and there are no covenants, promises, agreements, warranties or representations, each or written, express or implied, among them other than as set forth herein.
- 19.8. Nothing contained in this Agreement shall be construed as requiring the commission of any act contrary to law. Wherever there is any conflict between any provision of this

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Agreement and any statute, law, ordinance or regulation contrary to which the parties have no legal right to contract, the latter shall provail, but in such event that provision of this Agreement thus affected shall be curtailed and limited only to the extent necessary to conform with said requirement of law. In the event that any part, section, paragraph or clause of this Agreement shall be held to be indefinite, invalid or otherwise unenforceable, the entire Agreement shall not fail on account thereof, and the balance of the Agreement shall continue in full force and effect

- 20. Governing Law. It is the intention of the parties hereto that this Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Maryland.
- 21. Burden and Benefit. This Agreement is binding upon and their inure to the benefit of, the parties hereto and their respective heirs, guardians, executors, administrators, personal legal representatives, and successors and to the assigns of the parties hereto to the extent, but only to the extent, the same is provided for in accordance with, and permitted by, the provisions of this Agreement.
- 22. Counterparts Execution. This Agreement may be executed in counterparts, each of which shall be an original, but all of which shall together constitute one document.

IN WITHES WEREOF, the parties have executed this Limited partnership Agreement and Certificate as of the day and year first written.

WWW.00/4/2000C:

GENERAL PARTMER:

MOCH PROPERTY MANAGEMENT, INC.

Grances M. Johnson

Gary W. Koch, President

900 Ritchie Highway, Suite 201 Severna Park, Maryland 21146

(Seal)

Initial Contribution: \$ 10.00

Percentage of Partnership Interest: 1.0% LIMITUD PARTHERS BOOK 15 PAGE 0173

BUCHER & NOCH REALTY, INC. a Manyland posporation

Kar- ) Udel

(Seal)

(Seal)

Ross J. Koch, President

900 Ritchie Highway, Suite 201 Severna Park, Maryland 21146

Initial Contribution: \$ 250.00

Percentage of Partnership Interest: 25.0%

Francis M. Johnson

Gary W. Koch

900 Ritchie Highway, Suite 201 Severna Park, Maryland 21146

Initial Contribution: \$740.00 Percentage of Partnership Interest: 74.0%

ommittelk\certSegr.kdp

After recording, please return to:

James C. Praley
Lessans and Tate
7419 Baltimore-Annapolis Blvd.
P.O. Box 1330
Glen Burnie, Maryland 21060

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: \_\_

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore. Maryland 21201 PAGE 0 1 7 4

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1		Rec. Fee (Arts. of Inc.)				
2		Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)				
3		Rec. Fee (Transfer)				
<b>4</b> 5		Rec. Fee (Dissolution)		Chang	e of Name	Office
6		Rec. Fee (Revival)	_	Chang	e of Principa e of Resident	Agent
2		Foreign Qualification	_	Chang	e of Resident	Agent
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3		Foreign Resolution		Othe	r Change	
3		Certificate of Conveyance				
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76		Certificate of Merger/Transfe	er			
75		Special Fee				
80		For. Limited Partnership		CODE 14	/	
83	50	Cert. Limited Partnership		CODE 17	6	
84		Amendment to Limited Partner	ship			
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22		State Transfer Tax Local Transfer Tax			0	
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71		Financial				
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		late filing penalties				
70		Change of P.O., R.A. or R.A.	.A.			
91		Amend/Cancellation, For. L	imited Par	t.		
99		Art. of Organization (LLC)				
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# CERTIFICATE OF LIMITED PARTNERSHIP OF KOCH DEVELOPMENT LIMITED PARTNERSHIP

BOOK 15 PAGE 0175

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 25 • 1992 AT 2:55 O'CLOCK P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

s\_\_\_\_\_

50.00

s \_\_\_\_\_

M3542982

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT. TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: LESSANS AND TATE JAMES C. FRALEY POST OFFICE BOX 1330 GLEN BURNIE

MD 21061 3592



104C3062274

**A** 407608

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET A. HERMAN SISKIND (1889-1984) J. HAROLD GRADY FRANCIS B. BURCH (1918-1987) ARVIN E. ROSEN BALTIMORE, MD 21202 DENNIS J. HOOVER BRUCE D. BROWN (410) 539-6606, BALTIMORE, MD BRADFORD I, WEBB (FL, MD) (202) 887-0843, WASHINGTON, D.C. BARRY F. LEVIN (DC, MD)

ANDREW L HARTMAN (PA, MD) CYNTHIA K. HITT KATHLEEN M. BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF CINDY R. DIAMOND

PAGE 0170 BOOK 15

November 12, 1992

West Dover Subway Limited Partnership MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403

Re: Letter of Resignation of Resident Agent

Dear Mr. Spears:

I hereby tender my resignation as Resident Agent of West Dover Subway Limited Partnership.

Very truly yours,

Cynthia K. Hitt

CKH/rpj

cc: State Department of Assessments and Taxation

resign.19

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-27-92 at 1:01 P.m.

TELEPHONE

TELEFAX NO. (410) 332-0269

OF COUNSEL

CO DANIEL H. BORINSKY (VA) JAMES R. WOOTON (VA, WV, MD)

STATE DEPT. OF

PM

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0177

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3		Rec. Fee (Merger or				
		Consolidation)				
4		Rec. Fee (Transfer)				
5		Rec. Fee (Dissolution)	-	_ Change of		
6		Rec. Fee (Revival)		_ Change C	of Principal O	ffice
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3		Certified Copy		Designat	ion of Reside	nt Agent
6		Penalty		and Rest	dent Agent's	Address
3		For. Supplemental Cert.	<u> </u>	Other Ch	ange	
3		Foreign Resolution Certificate of Conveyance				
6		Certificate of Herger/Transfer				
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# RESIGNATION OF RESIDENT AGENT OF WEST DOVER SUBHAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0 1 78

APPROVED AND	RECEIVED FOR RE	CORD BY	THE STATE DE	PARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND	NOVEMBER	27.	1992 AT	1:07	O'CLOCK	P . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND

RECORDING FEE PAID: SPECIAL DAID

10.00

M3223187

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SISKIND, BURCH, GRADY, AND ROSEN
ATTN: CYNTHIA K. HITT
2 E. FAYETTE ST.
JEFFERSON BUILDING
BALTIMORE
MD 21202

10503062471

A 407792

ASSESS MARYLAND MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET A. HERMAN SISKIND (1889-1964) J. HAROLD GRADY FRANCIS B. BURCH (1918-1987) ARVIN E. ROSEN BALTIMORE, MD 21202 DENNIS J. HOOVER TELEPHONE BRUCE D. BROWN (410) 539-6606, BALTIMORE, MD BRADFORD I, WEBB (FL. MD) (202) 887-0843, WASHINGTON, D.C. BARRY F. LEVIN (DC, MD) PAGE 0 1 79 BOOK 15 TELEFAX NO. (410) 332-0269 ANDREW L HARTMAN (PA, MD) CYNTHIA K. HITT KATHLEEN M. BLANK OF COUNSEL JAMES R. WOOTON (VA, WV, MD) DANIEL E. SYKES DANIEL H. BORINSKY (VA) C. WAYNE DAVIS 92 EDWARD M. KASOFF STATE DEPT. OF November 12, 1992 CINDY R. DIAMOND Staples Corner Subway Limited Partnership PM c/o Ms. Michele M. Hawes 103 Cranes Crook Lane Annapolis, Maryland 21401 MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403 Re: Letter of Resignation of Resident Agent Dear Ms. Hawes and Mr. Spears: I hereby tender my resignation as Resident Agent of Staples Corner Subway Limited Partnership. Cynthia K. Hitt CKH/rpj State Department of Assessments and Taxation resign.11

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

11-21-92 at 1:07 P.m.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 9119 301 West Preston Street Baltimore, Maryland 21201

800K 15

PAGE 0180

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, ,		Consolidation)				
64		Rec. Fee (Transfer)		Change o	f Name	
65		Rec. Fee (Dissolution)		Change o	f Principal	UTT1C8
66		Rec. Fee (Revival)		Change o	f Resident A	gent
52		Foreign Qualification			f Resident A	gent
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51		Foreign Name Registration	XXXX	Resignat	tion of Resid	ent Agent
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## BOOK 15 PAGE 0131

RESIGNATION OF RESIDENT AGENT STAPLES CORNER SUBWAY LIMITED PARTNERSHIP

OF MARYLAND NOVEMBER	27, 1992 AT	1:07 O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDE	D. 800K 15	PAGE G .	
ORGANIZATION AND CAPITALIZATION FEE PAID:	. REC FEI	ORDING E PAID:	SPECIAL FEE PAID:
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TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

> > 105C3062470

A 407791



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF

#### SISKIND, BURCH, GRADY AND ROSEN

JEFFERSON BUILDING

TWO EAST FAYETTE STREET

BALTIMORE, MD 21202

A. HERMAN SISKIND (1889-1964) FRANCIS B. BURCH (1918-1987)

TELEPHONE

(410) 539-6606, BALTIMORE, MD (202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

OF COUNSEL

JÁMES R. WOOTON (VA, WV, MD)

DÁNIEL H. BORINSKY (VA)

RECEIVED
NOU 27 PM 1 07
STATE BEPT. OF
SESSMENTS & TAXATION

ANDREW L HARTMAN (PA, MD)
CYNTHIA K. HITT
KATHLEEN M. BLANK
DANIEL E. SYKES
C. WAYNE DAVIS
EDWARD M. KASOFF
LIBBY C. REAMER

BRADFORD L WEBB (FL, MD)

BARRY F. LEVIN (DC, MD)

J. HAROLD GRADY ARVIN E. ROSEN

DENNIS J. HOOVER

BRUCE D. BROWN

CINDY R. DIAMOND

BOOK 15 PAGE 0182

November 12, 1992

South New Castle Subway Limited Partnership MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403

Re: Letter of Resignation of Resident Agent

Dear Mr. Spears:

I hereby tender my resignation as Resident Agent of South New Castle Subway Limited Partnership.

Very truly yours,

Cynthia K. Hitt

CKH/rpj

cc: State Department of Assessments and Taxation

resign.20

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

11-21-92 at 1:01 P.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room, 909 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0183

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		Consolidation) Rec. Fee (Transfer)			Change o	f Name	
4		Rec. Fee (Dissolution)		_	Change o	f Principal	Office
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APPROVED BY: RMC

#### RESIGNATION OF RESIDENT AGENT SCUTH NEW CASTLE SUBHAY LIMITED PARTNERSHIP

## BOOK 15 PAGE 0 1 84

APPROVED AND RECEIVED FOR R	FCORD BY THE STATE	DEPARTMENT OF	ASSESSMENTS	AND TAXATION
OF MARYLAND NOVEMBER			O'CLOCK	P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECOR	DED.			
ORGANIZATION AND CAPITALIZATION FLE PAID:		CORDING EE PAID:		SPECIAL FEE PAID:
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TO THE CLERK OF THE COURT O		NE ARUNDEL	COUNTY	

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING BALTIMORE MD 21202

> > 105C3C62469

A 407790



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3455 1514

#### LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING

TWO EAST FAYETTE STREET

BALTIMORE, MD 21202

J. HAROLD GRADY ARVIN E. ROSEN DENNIS J. HOOVER BRUCE D. BROWN BARRY F. LEVIN (DC, MD)

BRADFORD I. WEBB (FL, MD)

ANDREW L. HARTMAN (PA, MD)

KATHLEEN M. BLANK

EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND

DANIEL E. SYKES

C. WAYNE DAVIS

BOOK 15

PAGE 0 1 85

November 13, 1992

A. HERMAN SISKIND (1889-1984) FRANCIS B. BURCH (1918-1987)

TELEPHONE (410) 539-6606, BALTIMORE, MD (202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

OF COUNSEL JAMES R. WOOTON (VA, WV, MD) DANIEL H. BORINSKY (VA)

STATE DEPT. OF ASSESSMENTS & TAXATIO

Southgate Subway Limited Partnership c/o Ms. Amy Smith 287 Laguna Circle Severna Park, Maryland 21146

Re: Letter of Resignation of Resident Agent

Dear Ms. Smith:

I hereby tender my resignation as Resident Agent of Southgate Subway Limited Partnership.

Very truly yours,

CKH/rpj

cc: State Department of Assessments

and Taxation

resign.22

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

**BOOK** 15

PAGE 0186

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4		Rec. Fee (Transfer)				of Name	
5		Rec. Fee (Dissolution)			Change	of Principal	
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### RESIGNATION OF RESIDENT AGENT SOUTHGATE SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0 1 87

APPROVED AND RECEIVE	D FOR RECORD	BY THE STATE DE	PARTMENT C	OF ASSESSMENT	S AND TAXATION	
OF MARYLAND NOVE	MBER 27	, 1992 AT	1:07	O,CFOCK	P.M. AS IN CONFORMI	ΓY
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ORGANIZATION AND CAPITALIZATION FEE PAID:		RECOF FEE I			SPECIAL FEE PAID:	

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TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND RUSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

> > 105C3062468

**A** 407789



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3465 1511

SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET A. HERMAN SISKIND (1889-1984) J. HAROLD GRADY FRANCIS B. BURCH (1918-1987) BALTIMORE, MD 21202 ARVIN E. ROSEN TELEPHONE DENNIS J. HOOVER BRUCE D. BROWN (410) 539-6606, BALTIMORE, MD BRADFORD I. WEBB (FL, MD) (202) 887-0843, WASHINGTON, D.C. **BOOK** 15 PAGE 0 + 88 BARRY F. LEVIN (DC, MD) TELEFAX NO. (410) 332-0269 ANDREW L. HARTMAN (PA, MD) OF COUNSEL JAMES R. WOOTON (VA, WV, MD) KATHLEEN M. BLANK DANIEL H. BORINSKY (VA) DANIEL E. SYKES C. WAYNE DAVIS STATE DEPT. OF November 12, 1992 EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND Riverdale Subway Limited Partnership MSDC Investments Corporation c/o Mr. Brian T. Spears, General Partner 199 W. Lake Drive Annapolis, Maryland 21403 Re: Letter of Resignation of Resident Agent Dear Mr. Spears: I hereby tender my resignation as Resident Agent of Riverdale Subway Limited Partnership. Very truly yours, Cynthia K. Hitt CKH/rpj cc: State Department of Assessments and Taxation resign.17 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION APPROVED FOR RECORD 11-21-92 at 1:07 P.m. 3465 1509

LAW OFFICES OF

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 819 301 West Presion Street Baltimore, Maryland 21201

BOOK 15

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		Rec. Fee (Transfer)		Change of	f Name	
4 5		Rec. Fee (Dissolution)			F Principal	Office
6		Rec. Fee (Revival)			f Resident A	
2		Foreign Qualification		Change o	f Resident A	
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3		Cert. Limited Partnership Amendment to Limited Partnershi				
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		late filing penalties				•
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#### RESIGNATION OF RESIDENT AGENT OF RIVERDALE SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0 1 90

APPROVED AND	RECEIVED FOR RE	CORD BY THE STATE DE	PARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND	NOVEMBER	27. 1992 AT	1:07	O'CLOCK	P.M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.			

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 10.00 M3210853

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

Mer semmentelle

105C3062467

A 407788

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2465 150

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN

J. HAROLD GRADY ARVIN E. ROSEN DENNIS J. HOOVER BRUCE D. BROWN BRADFORD I, WEBB (FL, MO) BARRY F. LEVIN (DC, MD)

ANDREW L HARTMAN (PA. MD) CYNTHIA K. HITT KATHLEEN M. BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND

JEFFERSON BUILDING TWO EAST FAYETTE STREET RAI TIMORE, MD 21202

PAGE 0191 BOOK 15

November 12, 1992

Riva Subway Limited Partnership c/o Mr. Farshid J. Yousefzadeh Festival at Riva Shopping Center, c/o Subway 2311-C Forest Drive Annapolis, Maryland 21401

MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403

TELEPHONE (410) 539-6606, BALTIMORE, MD (202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

A. HERMAN SISKIND (1889-1984)

FRANCIS B. BURCH (1918-1987)

OF COUNSEL SAMES R. WOOTON (VA, WV, MO) STATE DEPT. OF ASSESSMENTS & TAXATION DANIEL H. BORINSKY (VA) 27 ECEIVED

07

Letter of Resignation of Resident Agent

Dear Mr. Yousefzadeh and Mr. Spears:

I hereby tender my resignation as Resident Agent of Riva Subway Limited Partnership.

CKH/rpj

State Department of Assessments

and Taxation

resign.12

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 11-21-92 at 1:01 P.m.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room, 9(19) 301 West Preston Street Baltimore, Maryland 21201

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PAGE 0192

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0		Expedited Fee	t Ne	W Name)_			
		Organ. & Capitalization Rec. Fee (Arts. of Inc.)					
1· _		Rec. Fee (Amendment)					
_		Rec. Fee (Herger or Consolidation)					
4		Rec. Fee (Transfer)			Change of	Name	
<b>5</b> _		Rec. Fee (Dissolution)			Change of	Principal	Office
6 _		Rec. Fee (Revival)			Change of	Resident A	gent
2 _		Foreign Qualification			Change of Address	resident A	Sour
. 0		Cert. of Qual. or Reg.		XXXX.	Pesignat	on of Resta	ient Agent
_		Foreign Name Registratio	n	XXXX	Designat	on of Resta	lent Agent
3 _		Penalty			and Resto	dent Agent's	Address
66 _ 54 _		For. Supplemental Cert.			Other Cha	ange	
53		Foreign Resolution					
73		Certificate of Conveyance	8				
76 _		Certificate of Herger/Tr	ansfer				
				Cod	e		
75 '		Special Fee			/		
		For Limited Partnership		/			
		Cert. Limited Partnersh	nip .	'AT	TENTION:_		
		Amendment to Limited Par	rtnership	C	YNTHIA K	нттт	
85		Termination of Limited	rartnersnip		THIUTH V	* *************************************	
		Recordation Tax					
22		State Transfer Tax Local Transfer Tax					
23		Corp. Good Stan	ding				
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87		Limited Part. G	ood Standing	Sisk	ind, Bur	ch, Grady	and Ros
71 600			Person		East Fa	ayette Str	eet .
		Property Reports and late filing penalties					
70	\$10.00	Change of P.O., R.A. or	R.A.A.		efferso	Building	
70 91		Amend/Cancellation, For	. Limited Pa	rt.			
		Other		·_E	Baltimor	e, marylan	d 21202
		Other					
TOTAL							
TOTAL	\$10.00						
LEED			Cash	NO			

# RESIGNATION OF RESIDENT AGENT OF RIVA SUBHAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0 1 93

APPROVED AND	RECEIVED FOR RE	ECORD BY THE STATE DE	PARTMENT O	F ASSESSMENT	S AND TAXATION
				O.CTOCK	P • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORI	DED.			

ORGANIZATION AND

RECORDING FEE PAID: SPECIAL

s 10.00

M3184116

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SISKIND, BURCH, GRADY AND ROSEN
ATTN: CYNTHIA K. HITT
2 E. FAYETTE ST.
JEFFERSON BUILDING
BALTIMORE
MD 21202

105C3062466

A 407787



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET BALTIMORE, MD 21202

ANDREW L HARTMAN (PA, MD) CYNTHIA K. HITT KATHLEEN M. BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF

BRADFORD I. WEBB (FL, MD)

BARRY F. LEVIN (DC, MD)

CINDY R. DIAMOND

J. HAROLD GRADY

DENNIS J. HOOVER BRUCE D. BROWN

ARVIN E. ROSEN

PAGE 0 1 9 1 800K 15

November 12, 1992

Maryland Avenue Subway Limited Partnership c/o Ms. Jean Thompson 78 Maryland Avenue Annapolis, Maryland 21401

MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403

A. HERMAN SISKIND (1889-1964) FRANCIS B. BURCH (1918-1987)

TELEPHONE (410) 539-6606, BALTIMORE, MD (202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

OF COUNSEL JAMES R. WOOTON (VA, WV, MD) DANIEL H. BORINSKY (VA)

STATE LEPT. OF

Re: Letter of Resignation of Resident Agent

Dear Ms. Thompson and Mr. Spears:

I hereby tender my resignation as Resident Agent of Maryland Avenue Subway Limited Partnership.

Very truly yours,

Cynthia K. Hitt

CKH/rpj

State Department of Assessments cc:

and Taxation

resign.14

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 11-27-92 at 1:01 P.m.

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

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0		Expedited Fee	(New Name)_			
20		Organ. & Capitalization				
51·		Rec. Fee (Arts. of Inc.)				
52		Rec. Fee (Amendment)				
63		Rec. Fee (Merger or				
		Consolidation)		Change	of Name	
84		Rec. Fee (Transfer)		Change	of Name of Principal of Resident	Office
55		Rec. Fee (Dissolution) Rec. Fee (Revival)		Change	of Resident	Agent
66		Foreign Qualification		Change	of Resident	Agent
52		Cert. of Qual. or Reg.		Address		
50		Foreign Name Registration	XXXX	Resigna	ation of Resi	dent Ager
51		Certified Copy		Designa	ation of Resi	dent Ager
13		Penalty		and Res	sident Agent'	s Address
56		For. Supplemental Cert.		Other (	Change	
54		Foreign Resolution				
53 73		Certificate of Conveyance				
13			**			
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76		Certificate of Merger/Transfer				
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		Access to the second se	/	,		
75		Special Fee For. Limited Partnership				
80		Cert. Limited Partnership	X	TTENTION	•	
83		Amendment to Limited Partnersh	1p			
84		Termination of Limited Partner	ship	YNTHIA	K. HITT	
85		Recordation Tax				
21		State Transfer Tax				
23		Local Transfer Tax				
31		Corp. Good Standing		TI TO 45	nnneec.	
NA		Foreign Corp. Registration		IT IO Y	DDRESS:	
87		Limited Part. Good Sta	inding Sie	kind. B	urch, Grady	and Ro
71		Financial	ercone)			
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		Property Reports and				
	010 00	late filing penalties		Tofford	on Building	1
70	\$10.00	Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limit	ed Part.			
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FFF	\$ \$10.00					
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# RESIGNATION OF RESIDENT AGENT OF MARYLAND AVENUE SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0198

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 27, 1992 AT 1:07 O'CLOCK P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND

RECORDING FEE PAID: SPECIAL

10.00

s \_\_\_\_\_

M3184124

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SISKIND, BURCH, GRADY AND ROSEN
ATTN: CYNTHIA K. HITT
2 E. FAYETTE ST.
JEFFERSON BUILDING
BALTIMORE
MD 21202

105C3062463

A 407784



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING A. HERMAN SISKIND (1889-1964) TWO EAST FAYETTE STREET FRANCIS 8. BURCH (1918-1987) J. HAROLD GRADY BALTIMORE, MD 21202 ARVIN E. ROSEN TELEPHONE DENNIS J. HOOVER (410) 539-6606, BALTIMORE, MD BRUCE D. BROWN (202) 887-0843, WASHINGTON, D.C. BRADFORD I. WEBS (FL, MD) BARRY F. LEVIN (DC, MD) TELEFAX NO. (410) 332-0269 BOOK 15 ANDREW L HARTMAN (PA, MD) OF COUNSEL PAGE 0 1 9 7 CYNTHIA K. HITT JAMES R. WOOTON (VA, WV, MD) KATHLEEN M. BLANK DANIEL H. BORINSKY (VA) DANIEL E. SYKES STATE DEPT. OF C. WAYNE DAVIS November 13, 1992 92 EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND Glen Burnie Mall Subway Limited Partnership c/o Ms. Nicole Bocam 108 Bennet Road Baltimore, Maryland 21221 MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403 Re: Letter of Resignation of Resident Agent Dear Ms. Bocam and Mr. Spears: I hereby tender my resignation as Resident Agent of Glen Burnie Mall Subway Limited Partnership. Very truly yours, CKH/rpj cc: State Department of Assessments and Taxation resign.10 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-21-92 at 1:01 P.m

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room, 9(19) 301 West Preston Street Baltimore, Maryland 21201

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PAGE 0198

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		Rec. Fee (Amendment)					
3		Rec. Fee (Merger or Consolidation)					
		Rec. Fee (Transfer)			Change	of Name	
5		Rec. Fee (Dissolution)				of Principal	Office
5		Rec. Fee (Revival)			Change	of Resident A	gent
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3		Foreign Resolution					
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3		Cert. Limited Partnership		'AT	TENTION:		
4		Amendment to Limited Partnersh		_	4	7/ TITM#	
5		Termination of Limited Partner	snip	_ <u>C</u>	YNTHIA	K. HITT	
1		Recordation Tax					
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	\$10.00						
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#### RESIGNATION OF RESIDENT AGENT GLEN BURNIE MALL SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0199

OF MARYLAND	NOVEMBER	27,	1992 AT	1:07	O'CLOCK	P.M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.				

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

10.00

M3178340

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

10503062460 A 407781

MARYLANDIN

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2465 1487

LAW OFFICES OF

### SISKIND, BURCH, GRADY AND ROSEN

JEFFERSON BUILDING

TWO EAST FAYETTE STREET

BALTIMORE, MD 21202

TELEPHONE (410) 539-8608, BALTIMORE, MD (202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

A. HERMAN SISKIND (1889-1984)

FRANCIS B. BURCH (1918-1987)

J. HAROLD GRADY ARVIN E. ROSEN DENNIS J. HOOVER BRUCE D. BROWN BRADFORD I, WEBB (FL, MD) BARRY F, LEVIN (DC, MD)

BOOK 15

PAGE 0200

OF COUNSEL

JAMES R. WOOTON (VA, WV, MD) DANIEL H. BORINSKY (VA)

ANDREW L. HARTMAN (PA, MO) CYNTHIA K. HITT KATHLEEN M. BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND

November 12, 1992

STATE DEPT. OF A TAXATION

RECEIVED PM 07

EMO Limited 199 West Lake Drive Annapolis, Maryland 21403 Attn.: Mr. Brian T. Spears

Re: Letter of Resignation of Resident Agent

Dear Mr. Spears:

I hereby tender my resignation as Resident Agent of EMO Limited.

Very truly yours,

CKH/rpj

cc: State Department of Assessments

and Taxation

resign.lt5

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

1-21-92 at 1:01

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 909
301 West Preston Street
Baltimore, Maryland 21201

BOOK 15

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20		Organ, & Capitalizatio	n				
61		Rec. Fee (Arts. of Inc					
62 63		Rec. Fee (Amendment) Rec. Fee (Herger or Consolidation)	=11		Observe	of Name	
64		Rec. Fee (Transfer)			Change (	of Principal	Office
65		Rec. Fee (Dissolution Rec. Fee (Revival)			Change	of Resident	Agent
66 52		Foreign Qualification				of Resident	Agent
50		Cert. of Qual. or Reg	•		Address	Adam at Band	dank Agent
51		Foreign Name Registra	tion	XXXX	Resigna	tion of Resi	dent Agent
13		Certified Copy			pesigna	ident Agent'	s Address
56		Penalty			Other C	hange	- 144,000
54		For. Supplemental Car	τ.		Other C	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
63		Foreign Resolution					
73		Certificate of Convey	ance				
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75 '		Special Fee					
80		For. Limited Partners	inip rebin	K	TTENTION		
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84		Termination of Limits	ad Partnership		CYNTHIA	K. HITT	
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RESIGNATION OF RESIDENT AGENT

BOOK 15 PAGE 0202

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER

27, 1992 AT 1:07 O'CLOCK

P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

EMO LIMITED

ORGANIZATION AND CAPITALIZATION FEE PAID:

10.00

02348100

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

> > 105C3062459

A 407780

MARYLAN III

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET A. HERMAN SISKIND (1889-1964) J. HAROLD GRADY FRANCIS B. BURCH (1918-1987) BALTIMORE, MD 21202 ARVIN E. ROSEN TELEPHONE DENNIS J. HOOVER (410) 539-6606, BALTIMORE, MD BRUCE D. BROWN (202) 887-0843, WASHINGTON, D.C. BRADFORD I. WEBB (FL, MD) 800K 15 PAGE 0203 BARRY F. LEVIN (DC, MD) TELEFAX NO. (410) 332-0269 ANDREW L HARTMAN (PA, MD) OF COUNSEL JAMES R. WOOTON (VA, WV, MD) KATHLEEN M. BLANK DANIEL H. BORINSKY (VA) DANIEL E. SYKES C. WAYNE DAVIS November 23, 1992 EDWARD M. KASOFF SSESSMENTS & TAXATION CINDY R. DIAMOND Delmar Subway Limited Partnership c/o Mr. Haisam I. Sukar 2209 Sea Air Mobile City Rehobeth, Delaware 19971 07 MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403 Re: Letter of Resignation of Resident Agent Dear Mr. Sukar and Mr. Spears: I hereby tender my resignation as Resident Agent of Delmar Subway Limited Partnership. truly yours, hthia K. Hitt 40 CKH/rpj State Department of Assessments and Taxation resign.21 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION APPROVED FOR RECORD 11-27-92 at 1:01 P.m. 3465 1479

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 909 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0204

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20		Organ. & Capitalization Rec. Fee (Arts. of Inc.	)				
61.		Rec. Fee (Amendment)					
62		Rec. Fee (Herger or	_				
63		Consolidation)					
64		Rec. Fee (Transfer)			Change	of Name	
65		Rec. Fee (Dissolution)			Change	of Principal	Office
66		Rec. Fee (Revival)			Change	of Resident	Agent
52		Foreign Qualification				of Resident	Agent
50		Cert. of Qual. or Reg.			Address		dant Agen
51		Foreign Name Registrat	ion	XXXX	Resigna	ation of Resi	dent Agen
13		Certified Copy _			ves 19n	sident Agent'	e Address
56		Penalty	•		Other /	Change	
54		For. Supplemental Cert	•		Office	Dilailigo	
63		Foreign Resolution					
73		Certificate of Conveya	ince				
76		Certificate of Merger/	Transfer				
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75		For. Limited Partnersh	hip				
80		cert. Limited Partner	rship	Ä.	<b>ITENTION</b>	l:	
84		Amendment to Limited	Partnership				
85		Termination of Limited	d Partnershi	b	YNTHIA	K. HITT	
21		Recordation Tax					
22		State Transfer Tax					
23		Local Transfer Tax					
31		Corp. Good St	anding	144	TI TO 4	DDRESS:	
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		Other					
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### RESIGNATION OF RESIDENT AGENT DELMAR SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0205

APPROVED AND	RECEIVED FOR RE	ECORD BY THE STATE DE	PARTMENT OF ASSESSM	ENTS AND TAXATION
OF MARYLAND		27, 1992 AT	1:07 O'CLOCK	a a mi concondit
WITH LAW AND	ORDERED RECORD	DED.		
ORGANIZATION AN	iD PAID:	RECOI FEE	RDING PAID:	SPECIAL FEE PAID:
\$		s	10.00	s

M3306669

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND RESEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

> > 10503062457

A 407778



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3465 1478

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET A. HERMAN SISKIND (1889-1964) FRANCIS B. BURCH (1918-1987) BALTIMORE, MD 21202 TELEPHONE (410) 539-6606, BALTIMORE, MD RRADEORO I, WEBS (FL. MD) BOOK 15 PAGE 0208 (202) 887-0643, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269 OF COUNSEL JAMES R. WOOTON (VA, WV, MD) DANIEL H. BORINSKY (VA)

ANDREW L HARTMAN (PA, MD) CYNTHIA K, HITT KATHLEEN M, BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND

J. HAROLD GRADY

ARVIN E. ROSEN DENNIS J. HOOVER

BRUCE D. BROWN

BARRY F. LEVIN (DC, MD)

November 12, 1992

College Park Subway Limited Partnership c/o Mr. David Bernstein 1121 University Boulevard West Unit 618 Silver Spring, Maryland 20902

North Arundel Management Corporation MSDC Investments Corporation c/o Mr. Brian T. Spears 199 West Lake Drive Annapolis, Maryland 21403

Re: Letter of Resignation of Resident Agent

STATE DEPT. OF

Dear Messrs. Bernstein and Spears:

I hereby tender my resignation as Resident Agent of College Park Subway Limited Partnership.

Very truly yours,

Cynthia K. Hitt

CKH/rpj

cc: State Department of Assessments

and Taxation

resign.16

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-21-92 et 1:01 P.m.

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 909 301 West Presion Street Baltimore, Maryland 21201

BOOK 15

PAGE 020?

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63		Consolidation)			
		Rec. Fee (Transfer)			Change of Name
64 _		Rec. Fee (Dissolution)			Change of Principal Office Change of Resident Agent
65		Rec. Fee (Revival)			Change of Resident Agent
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56 _		Penalty	•		Other Change
54		For. Supplemental Cert.			
53 _		Foreign Resolution			••
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# RESIGNATION OF RESIDENT AGENT OF COLLEGE PARK SUBHAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0208

APPROVED AND RECEIVED FOR RECORD	D BY THE STATE DE	PARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND NOVEMBER 2	7, 1992 AT	1:07	O.CTOCK	P • M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.		= <sub>(30</sub> , 11	_	
ORGANIZATION AND CAPITALIZATION FEE PAID:		R DING PAID:		SPECIAL EEE PAID:
s	\$	10.00	_ s	

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

M3210846

RETURN TO:
SISKIND, BURCH, GRADY AND ROSEN
ATTN: CYNTHIA K. HITT
2 E. FAYETTE ST.
JEFFERSON BUILDING
BALTIMORE
MD 21202

ANNE ARUNDEL COUNTY

10503062456

**A** 407777



TO THE CLERK OF THE COURT OF

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING A. HERMAN SISKIND (1889-1964) TWO EAST FAYETTE STREET FRANCIS B. BURCH (1918-1987) J. HAROLD GRADY BALTIMORE, MD 21202 ARVIN E. ROSEN TELEPHONE DENNIS J. HOOVER (410) 539-8806, BALTIMORE, MD BRUCE D. BROWN (202) 867-0843, WASHINGTON, D.C. BRADFORD I. WEBB (FL, MD) PAGE 0209 BOOK 15 TELEFAX NO. (410) 332-0269 BARRY F. LEVIN (DC, MD)

ANDREW L HARTMAN (PA, MD) CYNTHIA K. HITT KATHLEEN M. BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF LIBBY C. REAMER CINDY R. DIAMOND

November 12, 1992

OF COUNSEL JAMES R. WOOTON (VA. WV. MD) DANIEL H. BORINSKY (VA)

Bay Ridge Subway Limited Partnership c/o Mr. Peter Odenwald 3287 Davidsonville Road Davidsonville, Maryland 21035

MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403

92 STATE DEPT. OF 07

Re: Letter of Resignation of Resident Agent

Dear Mr. Odenwald and Mr. Spears:

I hereby tender my resignation as Resident Agent of Bay Ridge Subway Limited Partnership.

Cynthia K. Hitt

CKH/rpj

cc: State Department of Assessments and Taxation

resign.13

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 11-27-92 at 1:01 P.m.

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 909 301 West Preston Street Baltimore, Maryland 21201

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PAGE 0.210

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4		Rec. Fee (Transfer)			f Name	
5		Rec. Fee (Dissolution)			f Principal f Resident /	
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RESIGNATION OF RESIDENT AGENT
OF
BAY RIDGE SUBWAY LIMITED PARTNERSHIP

## BOOK 15 PAGE 0211

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 27, 1992 AT 1:07 O'CLOCK P.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL PAID

s\_\_\_\_\_s\_\_

s\_\_\_\_

M3184108

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SISKIND, BURCH, GRADY AND ROSEN
ATIN: CYNTHIA K. HITT
2 E. FAYETTE ST.
JEFFERSON BUILDING
BALTIMORE
MC 21202

10503062455

A 407776



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LAW OFFICES OF SISKIND, BURCH, GRADY AND ROSEN JEFFERSON BUILDING TWO EAST FAYETTE STREET BALTIMORE, MD 21202

ANDREW L. HARTMAN (PA, MD) CYNTHIA K, HITT KATHLEEN M. BLANK DANIEL E. SYKES C. WAYNE DAVIS EDWARD M. KASOFF

c/o Mr. David Bernstein

J. HAROLD GRADY

DENNIS J. HOOVER

BRUCE D. BROWN

CINDY R. DIAMOND

Unit 618

RRADEORO I WERR (FL MO) BARRY F. LEVIN (DC, MD)

ARVIN E. ROSEN

PAGE 0212 BOOK 15

November 12, 1992

92 STATE DEPT. OF ASSESSMENTS & TAXATION Adelphi Subway Limited Partnership PM 1121 University Boulevard West Silver Spring, Maryland 20902

North Arundel Management Corporation MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403

Re: Letter of Resignation of Resident Agent

Dear Messrs. Bernstein and Spears:

I hereby tender my resignation as Resident Agent of Adelphi Subway Limited Partnership.

Very truly yours,

CKH/rpj

CO U;

> State Department of Assessments and Taxation

resign.15

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 1-21-92 at 1.01 P.m.

3465 1467

A. HERMAN SISKIND (1889-1984)

FRANCIS B. BURCH (1918-1987)

TELEPHONE

(410) 539-6606, BALTIMORE, MD

(202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

OF COUNSEL

JAMES R. WOOTON (VA, WV, MD)

DANIEL H. BORINSKY (VA)

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0213

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2		Rec. Fee (Herger or		
•		Consolidation)		
4		Rec. Fee (Transfer)		Change of Name
5		Rec. Fee (Dissolution)		Change of Principal Office Change of Resident Agent
6		Rec. Fee (Revival) Foreign Qualification		Change of Resident Agent
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51		Foreign Name Registration	XXXX	Resignation of Resident Ager
13		Certified Copy		Designation of Resident Ager
56		Penalty		and Resident Agent's Address
54		For. Supplemental Cert.		Other Change
53 73		Foreign Resolution Certificate of Conveyance		
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76		Certificate of Herger/Transfer		
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### RESIGNATION OF RESIDENT AGENT ADELPHI SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0214

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE STATE DE	PARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND	NOVEMBER	27,	1992 AT	1:07	O'CLOCK	P • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.				
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ORGANIZATION AND CAPITALIZATION FEE PAID:

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TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKING, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING BALTIMORE

MD 21202

10503062453

A 407774



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

SISKIND, BURCH, GRADY AND ROSEN
JEFFERSON BUILDING

J. HAROLD GRADY ARVIN E. ROSEN DENNIS J. HOOVER BRIUCE D. BROWN BRADFORD I. WEBB (FL, MD) BARRY F. LEVIN (DC, MD)

ANDREW L. HARTMAN (PA, MD)
CYNTHIA K. HITT
KATHLEEN M. BLANK
DANIEL E. SYKES
C. WAYNE DAVIS
EDWARD M. KASOFF
LIBBY C. REAMER
CINDY R. DIAMOND

TWO EAST FAYETTE STREET
BALTIMORE, MD 21202

BOOK 15 PAGE 02 15

A. HERMAN SISKIND (1889-1964) FRANCIS B. BURCH (1918-1987)

TELEPHONE (410) 539-6606, BALTIMORE, MD (202) 887-0843, WASHINGTON, D.C. TELEFAX NO. (410) 332-0269

OF COUNSEL JAMES R. WOOTON (VA, WV, MD) DANIEL H. BORINSKY (VA)

November 12, 1992

Arnold Subway Limited Partnership c/o Ms. Sherri Lyn Anderson 103 Long Point Road Bayview Grasonville, Maryland 21638

MSDC Investments Corporation c/o Mr. Brian T. Spears 199 W. Lake Drive Annapolis, Maryland 21403 RECEIVED

792 NOU 27 PM 1 07

STATE DEPT. OF
ASSESSMENTS & TAXATION

Re: Letter of Resignation of Resident Agent

Dear Ms. Anderson and Mr. Spears:

I hereby tender my resignation as Resident Agent of Arnold Subway Limited Partnership.

Very truly yours

Cynthia K. Hitt

C CKH/rpj

cc: State Department of Assessments and Taxation

resign.lt9

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

APPROVED BY: RMC

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Presion Street Baltimore, Maryland 21201

BOOK **15** 

PAGE 02 15

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3		Rec. Fee (Herger or Consolidation)			C. Name	
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6		Foreign Qualification			f Resident A	
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3		Certified Copy			ion of Resid	
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4		For. Supplemental Cert.	42	Other Ch	ange	
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84		Termination of Limited Partners	hin (	YNTHIA E	K. HITT	
85 21		Recordation Tax				
22		State Transfer Tax				
23		Local Transfer Tax	1 1 1 1 1			
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TOTAL						
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RESIGNATION OF RESIDENT AGENT ARNOLD SUBWAY LIMITED PARTNERSHIP

BOOK 15 PAGE 0217

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION P.M. AS IN CONFORMITY 27, 1992 AT 1:07 O'CLOCK OF MARYLAND NOVEMBER WITH LAW AND ORDERED RECORDED.

M3169265

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SISKIND, BURCH, GRADY AND ROSEN ATTN: CYNTHIA K. HITT 2 E. FAYETTE ST. JEFFERSON BUILDING MD 21202 BALTIMORE

> > 105C3062454

A 407775



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3465 1469

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 15 PAGE 02 18

### VYTAR ASSOCIATES DIMITED PARTNERSHIP CERTIFICATE OF AMENDMENT

THIS CERTIFICATE OF AMENDMENT is made this 3rd day of DECEMBER \_\_\_\_, 1992, by and between the undersigned parties.

#### WITNESSETH:

WHEREAS, the general partner, JACK GOLDBLATT TRUST, has transferred its entire interest in the VYTAR ASSOCIATES LIMITED PARTNERSHIP to DIANE GOLDBLATT and HERBERT LEE GOLDBLATT.

We, the undersigned parties, constituting a general partner, one withdrawing general partner and two new general partners of VYTAR ASSOCIATES LIMITED PARTNERSHIP, amend the Limited Partnership Agreement and Certificate as follows:

- The JACK GOLDBLATT TRUST is withdrawn as a general partner, and in its place and stead, HERBERT LEE GOLDBLATT and DIANE GOLDBLATT are added as general partners.
- In all other respects, the VYTAR ASSOCIATES LIMITED PARTNERSHIP CERTIFICATE and AGREEMENT as heretofore and hereby amended, is ratified and confirmed.

## BOOK 15 PAGE 02 19

IN WITNESS WHEREOF, this Certificate of Amendment has been signed this 25 th day of November, 1992.

### GENERAL PARTNER:

arthur G. STRISSEL (SEAL)

STATE OF Maryland ) ss:

I, the undersigned, a Notary Public in the jurisdiction aforesaid, do hereby certify that on this 257H day of November, 1992, before me, personally appeared ARTHUR G. STRISSEL, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and, who, after being sworn, made oath in due form of law that the matters and facts set forth in the foregoing Vytar Associates Limited Partnership Certificate Amendment are true and correct to the best of his knowledge, information and belief as therein stated and acknowledged to be his act.

WITNESS my hand and notarial seal this 25th day of November, 1992.

NOTARY PUBLIC

Aprice George's Commission Expires: 1 January 1995

# BOOK 15 PAGE 0220

TH WITHNESS WHEREOF.	this Certificate of Amendment has been
IN WITHERS WHEREST,	No 1.002
signed this < day of	Lecenher, 1992.
	CONTRACT DARWING
	WITHDRAWING GENERAL PARTNER:
	JACK GOLDBLATT TRUST
	A. a. l. A. att Touton
	By: ydeh GoldWatt, Trustee  Jack Goldblatt, Trustee
	By: Lillion Goldblatt, Trustee
	Lillion Goldblatt, Trustee
DISTRICT OF COLUMBIA, ss	:
proven to be the persons instrument and, who, aft law that the matters and Associates Limited Partn correct to the best of therein stated and acknowledges.	Charl of Winder
	NOTARY PUBLIC
My Commission Expires:	Charge D. Windsor
ling line	Commission Expires May 14, 1994

OTARY OF CONTRACTOR

# воок 15 РАБЕ 0221

IN WITNESS WHEREOF	, this Certificate of Amendment has been
signed this 3 day	of December, 1992.
	NEW GENERAL PARTNERS:
	HERBERT LEE GOLDBLATT (SEAL)
	HERBERT LEE GOLDBLATT
	DIANE GOLDBLATT (SEAL)
GOLDBLATT, known to me whose name is subscribe being sworn, made oath facts set forth in Partnership Certificat of his knowledge, inf	ed, a Notary Public in the jurisdiction of certify that on this day of before me, personally appeared HERBERT LEE or satisfactorily proven to be the person ed to the within instrument and, who, after h in due form of law that the matters and the foregoing Vytar Associates Limited the Amendment are true and correct to the best ormation and belief as therein stated and
WITNESS my hand	d and notarial seal this
	NOTARY PUBLIC
My Commission Expires	Cheryl D. Windsor  Rotury Public, District of Columbia My Commission Expires May 14, 1994

4

BOOK 15 PAGE 0222

DISTRICT OF COLUMIBA, ss:

I, the undersigned, a Notary Public in the jurisdiction aforesaid, do hereby certify that on this day of , 1992, before me, personally appeared DIANE GOLDBLATT, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and, who, after being sworn, made oath in due form of law that the matters and facts set forth in the foregoing Vytar Associates Limited Partnership Certificate Amendment are true and correct to the best of her knowledge, information and belief as therein stated and acknowledged to be her act.

WITNESS my hand and notarial seal this , 1992.

NOTARY PUBLIC

My Commission Expires: Make Mindsor Columbia My Commission Expires May 14, 1994



## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator 85



Department of Assessments and Taxation CHARTER DIVISION

Room S09 301 West Preston Street Baltimore, Maryland 21201

воок 15

PAGE 0223

DOCUMENT CODE	BUSINESS CODE		COUNTY	52
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70 Change of 91 Other	g penalties P.O., R.A. or R.A.A. ellation, For. Limited Par	rt. 2	te. 50. Pash D	3 1. 20005
	Check Cash	NOTE:		3468 1744

APPROVED BY:

BOOK 15 PAGE 0224

CERTIFICATE OF AMENDMENT VYTAR ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE S	TATE DE	PARTMENT (	OF ASSESSME	NTS AND	TAXATION
OF MARYLAND			1992		8:53	O'CLOCK		M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORI	DED.						
ORGANIZATION A	ND : PAID:				ORDING PAID:			SPECIAL FEE PAID:
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TO THE CLERV	OF THE COURT OF	7				EL COUNT	Υ	

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: STANLEY H. KAMERCH. ESQ. 1025 VERMONT AVE. NW SUITE 503 DC 20005

WASHINGTON



TO THE CLERK OF THE COURT OF

113C3060838

A 408596

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3458 1739 **CERTIFICATE OF CORRECTION** 

BOOK 15 PAGE 02 25 OF OLDE FORGE LIMITED PARTNERSHIP

ficate of Amondment to Amonded and Restated

FIRST: The Certificate of Amendment to Amended and Restated Certificate of Limited Partnership (the Certificate of Amendment) shall be corrected.

SECOND: The parties to the Certificate of Amendment are Olde Forge Limited Partnership (the Partnership) and W and B Investors, Inc., a Virginia corporation (the General Partner) as the general partner of the Partnership.

THIRD: The Certificate of Amendment was filed and approved by the Maryland State Department of Assessments and Taxation on October 13, 1992.

FOURTH: a) The fourth WHEREAS in the preamble of the Certificate of Amendment as previously filed reads as follows:

"WHEREAS, the partners desire to amend the Amended and Restated Certificate of Limited Partnership pursuant to the Act to reflect the withdrawal of Allan J. Berman and Leonard A. Shapiro, as the general partners (the "Withdrawing General Partners") of the Partnership and for the admission of W & B Investors, Inc., a Virginia corporation (the "Substitute General Partner") as a substitute general partner."

b) The provision in the Certificate of Amendment was typed in error and shall be corrected to read as follows:

"WHEREAS, the partners desire to amend the Amended and Restated Certificate of Limited Partnership pursuant to the Act to reflect the withdrawal of Allan J. Berman and Leonard A. Shapiro, as the general partners (the "Withdrawing General Partners") of the Partnership and for the admission of W and B Investors, Inc., a Virginia corporation (the "Substitute General Partner") as a substitute general partner."

FIFTH: a) The provision in the Certificate of Amendment as previously filed reads as follows:

"2. The name and address of the Partnership's sole general partner set forth in the Amended and Restated Certificate of Limited Partnership is hereby amended as follows:

B Investors, Inc. 6476 Heritage Hill Drive Glen Burnie, Maryland 21061 Attn: Allan J. Berman"

2356879 34 3472 13

4 10 8:10

- b) The provision in the Certificate of Amendment was typed in error and shall be corrected to read as follows: BOOK 15 PAGE 0.25
- "2. The name and address of the Partnership's sole general partner set forth in the Amended and Restated Certificate of Limited Partnership is hereby amended as follows:

W and B Investors, Inc. 6476 Heritage Hill Drive Glen Burnie, Maryland 21061 Attn: Allan J. Berman"

SIXTH:

- a) The signature line of the Substitute General Partner in the Certificate of Amendment as previously filed reads as follows:
  - B INVESTORS, INC., a Virginia Corporation, general partner"
- b) The signature line of the Substitute General Partner in the Certificate of Amendment was typed in error and shall be corrected to read as follows:

"W AND B INVESTORS, INC., a Virginia Corporation, general partner"

I have signed this Certificate of Correction on December \_\_\_\_\_\_\_, 1992, acknowledging it to be my act and that the matters and facts set forth herein are true in all material respects.

OLDE FORGE LIMITED PARTNERSHIP

General Partner:

W and B Investors, Inc.

Bv:

Allan J. Berman, President

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER, Governor

APPROVED BY:

LLOYD W. JONES

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15

PAGE 0227

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ODE	AMOUNT	FEE REMITTED				
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2		Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)				
3		Rec. Fee (Transfer)				
5		Rec. Fee (Dissolution)		Change		Office
6		Rec. Fee (Revival) Foreign Qualification			of Principal of Resident A	
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6		For. Supplemental Cert.		and Res	ident Agent's	Address
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76		Certificate of Merger/Transfer				
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CERTIFICATE OF CORRECTION OF OLDE FORGE LIMITED PARTNERSHIP

BOOK 15 PAGE 0228

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY 8:34 O'CLOCK OF MARYLAND DECEMBER 21, 1992 AT WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 10.00 M1803436

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: ARENT, FOX, KINTNER, PLOTKIN 1050 CONNECTICUT AVENUE, N.W. DC 20036 5339 WASHINGTON

> > 12503062191

A 409794



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3472 1388 APPROVED FOR RECORD

CERTIFICATE OF LIMITED PARTNERSHIP

BOCK

15 PAGE 229

#### THE NAME

The General Partners herein, JOHN WALKER & RUTH WALKER, P. O. Box 2229, Rockville, Maryland, 20847-2229 hereby form a Limited Partnership to be known as WSSB Limited Partnership.

### PURPOSE

The Partnership is formed to invest in real and personal property in the State of Maryland, the United States, and in foreign countries, to improve, sub-divide, finance, sell, lease, modify, or in any other manner deal with the property.

### ADDRESS OF GENERAL PARTNER

The General Partners are John Walker and Ruth Walker of P. O. Box 2229, Rockville, Maryland 20847-2229. The Partnership may have such other and additional offices as the General Partners deem advisable.

## NAME AND ADDRESS OF RESIDENT AGENT

The Resident Agent is Richard Basile, Esquire, of 6305 Ivy Lane, Suite 416, Greenbelt, Maryland 20770. S

### ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Partnership of this State will be 1473 Jordan Avenue, Crofton, Maryland 20770.

### TERMINATION OF PARTNERSHIP

This Partnership's term begins on the date of this Certificate and shall continue for 30 years, unless previously terminated.

JOHN WALKER, General Partner

RUTH WALKER, General Partner

DATE: 12-24-92

### STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street
Baltimore, Maryland 21201
PAGE 230

BOCK

OCUMENT CODE		COUNTY 52
	P.A Religi	ious Close Stock Nonstock
derging (Transferor)		Surviving (Transferee)
CODE AMOUNT	FEE REMITTED	
10 30	Expedited Fee	(New Name)
20	Organ. & Capitalization Rec. Fee (Arts. of Inc.)	
61	Rec. Fee (Amendment)	
61 62 63 64	Rec. Fee (Merger, Consol.)	
64	Rec. Fee (Transfer)	Change of Name
65 66 52	Rec. Fee (Dissolution) Rec. Fee (Revival)	Change of Principal Office
52	Foreign Qualification	Change of Resident Agent Change of Resident Agent
50		Address
		Resignation of Resident Agent
13 56	Penalty	Designation of Resident Agent
54	For. Supplemental Cert.	and Resident Agent's Address Other Change
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73	- Control of Conveyance	
76	Certificate of Merger/Transfer	r
75	Special Fee	
80	For. Limited Partnership	CODE
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21	Recordation Tax	ATTENTION:
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96	Foreign LLC Supplemental	· · · · · · · · · · · · · · · · · · ·
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		3473 026
APPR	OVED BY:	

## CERTIFICATE OF LIMITED PARTNERSHIP WSSB LIMITED PARTNERSHIP

15 PAGE 231 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION P • M. AS IN CONFORMITY 12:11 O'CLOCK 24, 1992 AT OF MARYLAND DECEMBER WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 50-00 M3559309

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: JOHN WALKER P.O. BOX 2229 ROCKVILLE

MD 20847

12803062467

. .

**A** 410039



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

PROVED FOR PAYMENT

BOOK

15PAGE 232

AMENDMENT NO. 3 TO AGREEMENT
OF LIMITED PARTNERSHIP OF
JABIN FAMILY LIMITED PARTNERSHIP

THIS AMENDMENT NO. 3 TO AGREEMENT OF LIMITED

PARTNERSHIP OF JABIN FAMILY LIMITED PARTNERSHIP

("Amendment") is made as of this \_\_\_\_\_\_\_ day of December, 1992, among BERT

JABIN ("Bert"), CAROL F. JABIN ("Carol"), RODERICK S. JABIN

("Roderick"), DIRK A. JABIN ("Dirk"), MATTHEW B. JABIN ("Matthew"), JAN

A. JABIN (now known as Jan J. Southern) ("Jan"), VICKI L. WHALEN ("Vicki"),

LINDA C. MACEY ("Linda"), MARY B. LENHERT ("Mary") (Dirk, Matthew,

Jan, Kathleen, Vicki, Linda and Mary, being referred to collectively as the

"Children"), and JENNIFER NICOLE WHALEN, BRIAN MICHAEL

WHALEN, JOHN MATTHEW MACEY, ROBYN CAROLYN MACEY,

JUSTIN ERIC LENHERT, LAURA ASHLEY JABIN AND CARLEE MARIE

JABIN (being collectively referred to as the "Grandchildren").

### **EXPLANATORY STATEMENT**

A. Jabin Family Limited Partnership (the "Partnership") is a Maryland limited partnership which was formed pursuant to an Agreement of Limited Partnership made as of January 6, 1981 (the "Original Agreement"), and a Certificate of Limited Partnership filed with the Maryland State Department of Assessments and Taxation on February 9, 1981.

B. The purposes of this Amendment are to reflect that Bert and Carol have each conveyed a limited partnership interest to some of the Children and the Grandchildren.

HARTMAN & CRAIN 2660 Riva Rd., 4th Fir. Annapolis, Maryland 21401

2365821

MANAGE BY LINES SEE

NOW, THEREFORE, in consideration of the Explanatory Statement and other good and valuable consideration, the parties mutually agree and covenant as follows:

- 1. Bert and Carol have each conveyed 3.25% of their respective limited partnership interests in the Partnership in total to the Grandchildren and Children. As a result of such conveyances, Bert and Carol have each retained for him or herself a 0.5% general partnership interest in the Partnership, and each of the Children has the limited partnership interest in the Partnership as set forth in Schedule A hereto.
- 2. Schedule A as annexed to the Original Agreement is hereby deleted and replaced by Schedule A as annexed to this Amendment.
- 3. All limited partners agree that their interest in this limited partnership may not be sold to a third party without first offering that interest to the then existing limited partners at the same price. That price must be that which would be paid by the third party in good faith which fairly reflects the value of the interest to be conveyed.
- 4. The Original Agreement, as amended hereby, is ratified and affirmed in all respects and shall continue in full force and effect.

IN WITNESS WHEREOF, the parties have signed this Amendment No. 3 to Agreement of Limited Partnership as of the date first above written.

15PAGE 234 BOOK

WITNESS:

**GENERAL PARTNERS:** 

Carol F. Jabin (SEAL)

LIMITED PARTNERS:

Carol F. Jabin (SEAL)

Effection & CE Jatra .

Roderick S. Jabin

CEHTatra ~

(SEAL)

(E) totos

CEHatme

Jan A. Jabin South (SEAL)

15 PAGE 235 Linda C. Macey (SEAL) Mary B. Lenhert (SEAL) Jennifer Nicole Whalen Jennifer Muckliff Vicki L. Whalen Midik Whalen for (SEAL)
Brian Michael Whalen Vicki L. Whalen John Matthew Macey
Linda C. Macey

Linda C. Macey Linda C. Macey By: Linda C Marely
Robyn Carolyn Macey

Robyn Carolyn Macey By: Linda C. Macey

BOOK 15 PAGE 236

Mary B. Lehnert (SEAL)

Justin Eric Lenhert

Mary B. Jabin (SEAL)

Laura Ashley Jabin for Jare Licher

Matthew B. Jabin (SEAL)

Carlee Marie Jabin Calle Marie

By: Matthew B. Jabin Sakin

1E31851.AMD

BOOK

15 PAGE 237

## JABIN FAMILY LIMITED PARTNERSHIP

## SCHEDULE A

Name and Address	Capital <a href="Contribution">Contribution*</a>	Percentage Interest
General Partners:		
Bert Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$20,000.00	0.5%
Carol F. Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$20,000.00	0.5%
Limited Partners:		
Bert Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$2,790,000.00	69.75%
Carol F. Jabin 7310 Edgewood Road Annapolis, Maryland 21403	\$800,000.00	20.00%
Rodrick S. Jabin 7364 Edgewood Road Annapolis, Maryland 21403	\$10,000.00	0.25%
Dirk A. Jabin 1266 Creek Drive Annapolis, Maryland 21403	\$40,000.00	1.00%
Matthew B. Jabin 1144 Pinemont Place Annapolis, Maryland 21403	\$40,000.00	1.00%
Jan A. Jabin Rt. 1, Box 588 Stephens City, Virginia 22655	\$40,000.00	1.00%
Linda C. Macey 224 Old Mill Bottom Road Annapolis, Maryland 21401	\$20,000.00	.5%

3473 2107

•		
John Matthew Macey 224 Old Mill Bottom Road Annapolis, Maryland 21401	\$20,000.00	0.5%
Robyn Carolyn Macey 224 Old Mill Bottom Road Annapolis, Maryland 21401	\$20,000.00	0.5%
Vicki L. Whalen 1540 Beachview Drive Virginia Beach, Virginia 23464	\$40,000.00	1.00%
Mary B. Lenhert Rt. 2, Box 160K Charleston, West Virginia 25414	\$40,000.00	1.00%
Jennifer Nicole Whalen 1540 Beachview Drive Virginia Beach, Virginia 23464	\$20,000.00	0.5%
Brian Michael Whalen 1540 Beachview Drive Virginia Beach, Virginia 23464	\$20,000.00	0.5%
Justin Eric Lenhert Rt. 2, Box 160K Charleston, West Virginia 25414	\$20,000.00	0.5%
Laura Ashley Jabin 1144 Pinemont Place Annapolis, Maryland 21403	\$20,000.00	0.5%
Carlee Marie Jabin 1144 Pinemont Place Annapolis, Maryland 21403	\$20,000.00	0.5%
TOTAL:	\$4,000,000.00	100%

<sup>\*</sup>Represents the agreed fair market value of the interests in the Realty initially contributed to the capital of the Partnership, taking into account existing liabilities to which the Realty was subject at the time of such contribution.

## STATE OF MARYLAND,

WILLIAM DONALD SCHÄEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PAGE 239

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52	Rec. Fee (Amendment)				
3	Rec. Fee (Merger or Consolidation)				
	Rec. Fee (Transfer)		Change	of Name	
55	Rec. Fee (Dissolution)		Change	of Principal	Office
6 ·	Rec. Fee (Revival)		Change	of Resident of Resident	Agent
·	Foreign Qualification		Addres		, rgono
50	Cert. of Qual. or Reg. Foreign Name Registration		Resign	nation of Res	ident Agent
	Certified Copy		Design	nation of Res	ident Agent
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76	Certificate of Merger/Transfe	er			
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CERTIFICATE OF AMENDMENT JABIN FAMILY LIMITED PARTNERSHIP

> 15 PAGE 240 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION P • M. AS IN CONFORMITY OF MARYLAND DECEMBER 29, 1992 AT 2:48 O'CLOCK WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 50.00 M3466620

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALE INDORSEMENTS THEREON. HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYEAND.

> RETURN TO: HARTMAN & CRAIN, ATTYS. AT LAWT ATTN: C. EDWARD HARTMAN, III 2660 RIVA RD., 4TH FLOOR MD 21401 7333 ANNAPOLIS

> > 12903062900

A 410419



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3472 3481

# STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

ful

12-29-92 at 9:52 a.m.

## CERTIFICATE OF LIMITED PARTNERSHIP

BOOK ]

15 PAGE 241

Pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act, I, the undersigned sole general partner present this Certificate of Limited Partnership for Filing.

1. Name of Limited Partnership: B.C.R. Family Limited
<u>Partnership</u>
2. Address of its principal office in this State: 1808
Milvale Road, Annapolis, Maryland 21401
3. Name and address of its resident agent: <u>Bert C. Roberts</u> ,
Jr., 1808 Milvale Road, Annapolis, Maryland 21401
4. Name and business, residence or mailing address of each
general partner: Bert C. Roberts, Jr., 1808 Milvale Road,
Annapolis, Maryland 21401
5. Latest date upon which the Limited Partnership is to
dissolve: December 31, 2042
6. Purpose of the Limited Partnership: <u>To acquire property</u> ,
personal and real, and hold, manage, operate, lease, develop and
sell its properties.
Signed this 24th day of December, 1992.
Best C. Kalvetil
Bert C. Roberts, Jr.
General Partner

. 35 DEC 53 BW 8 25

CENTER

## . STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PAGE

DDE AMOUNT FEE REMITIED  O Expedited Fee Organ. & Capitalization 1 Rec. Fee (Arts. of Inc.) 2 Rec. Fee (Arts. of Inc.) 3 Rec. Fee (Merger, Consol.) 4 Rec. Fee (Herger, Consol.) 5 Rec. Fee (Fee (Dissolution) Change of Name 6 Rec. Fee (Fee (Dissolution) Change of Principal Office 7 Cert. of Qual. or Reg. 8 Certification Change of Resident Agent 8 Cert. of Qual. or Reg. 9 Certificate Copy Change of Resident Agent 9 Penalty Designation of Resident Agent 9 Penalty Designation of Resident Agent 9 Penalty Cert. of Qual. or Reg. 9 Certificate of Conveyance Other Change 9 Certificate of Conveyance 9 Certificate of Merger/Transfer 9 Special Fee For. Limited Partnership Content of Cert. Imited Partnership Recordation Tax State Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good Standing Foreign Corp. Registration Limited Part. Good Standing Financial Personal Property Reports and Limited Part. Good Standing Financial Personal Property Reports and Limited Part. Good Standing Financial Personal Property Reports and Limited Part. Amend/Cancellation, For. Climited Part. Amend/Cancellation, For. Climit	raina		Surviving
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CERTIFICATE OF LIMITED PARTNERSHIP B.C.R. FAMILY LIMITED PARTNERSHIP

> 15 PAGE 243 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A • M. AS IN CONFORMITY 9:52 O'CLOCK OF MARYLAND DECEMBER 29, 1992 AT

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:	
s	s50•00	s	
	M3562006		

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: RICHARD J. HEIMAN 1015 20TH STREET, N.W. WASHINGTON

DC 20036



13003063069

A 410573

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3475 1229

AND TAXATION (A Maryland Limited Partnership)

1992 DEC 30 A 10: 46

APPROVED FOR RECORDERTIFICATE OF LIMITED PARTNERSHIP

This Certificatemof Limited Partnership (hereinafter referred to as the "Certificate") is made this 30th day of December, 1992, by Crimson Films, Inc., a Maryland close corporation, as the General Partner.

#### WITNESSETH

The parties hereto, wishing to form a limited partnership under and pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act (hereinafter referred to as the "Act"), hereby constitute themselves a limited partnership for the purposes and on the terms and conditions hereinafter set forth.

- and do hereby form a limited partnership known as Crimson Lights
  Limited Partnership, A Maryland Limited Partnership (hereinafter
  referred to as the "Partnership"), pursuant to the provisions of
  the Act.
- 2. Principal Office and Resident Agent. The principal office of the Partnership shall be located at 1853 Marlow Place, Crofton, Maryland 21114. The name of the resident agent for the Partnership is Michael Richard Stern, a resident of Maryland over eighteen years of age, whose address is 1853 Marlow Place, Crofton, Maryland 21114.
- 3. <u>General Partners</u>. The name and business address of each General Partner are set forth below:

Crimson Films, Inc. 1853 Marlow Place Crofton, Maryland 21114 Attn: Michael R. Stern 4. <u>Dissolution</u>. The latest date upon which the Partnership is to dissolve is December 31, 1997, unless extended by mutual written agreement of the Partners.

IN WITNESS WHEREOF, the General Partners acknowledge that this Certificate of Limited Partnership is their act, and further acknowledge under penalty of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Certificate of Limited Partnership the day and year first above written.

GENERAL PARTNER:

CRIMSON FILMS, INC.

(SEAL)

Michael R. Stern, Vice President

pshp.crt

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

BOOK

Room 809 301 West Preston Street

Baltimore. Mathemat 21201

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		(Transferee)
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3	Foreign Resolution	Other Change
3	Certificate of Conveyance	
6	Certificate of Merger/Transfer	
5	Special Fee	-
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	Check Ca	ash <u>NOTE:</u>

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CRIMSON LIGHTS LIMITED PARTNERSHIP

BOOK 15 PAGE 247

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 30, 1992 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:	
s	s50•00	s	

M3562329

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MICHAEL STERN 1853 MARLOW PLACE CROFTON

MD 21114

13103063166

**A** 410662



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3475 2319

BOOK 15 PAGE 248

19932066331 4 9556

12/31/92 + 9:54 m

- 1. Nantucket Tennis Club Limited Partnership was certificated on May 31, 1989, and filed on June 22, 1989
- 2. No amendments to the Certificate of Limited Partnership were ever made.
- 3. The Limited Partnership has been de facto dissolved upon the sale of the Nantucket Tennis Club in Nantucket, Massachusetts.
- 4. There are no limited partners existing and no general partners other than warrow K. Ruch.
- 5. This cancellation of the Certificate shall be effective upon filing, which date is December 31, 1992.

IN WITNESS WHEREOF, Warren K. Rich, a former General Partner of Nantucket Tennis Club Limited Partnership, has acknowledged this Cancellation of Certification of Limited Partnership this 30th day of December, 1992.

Warren K. Rich

30048118

## STATE OF MARYLAND

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street

BOOK

Baltimore. Maryland 21201
15 PAGE 249

OCUMEN	NT CODE _	2/_	BUSINESS CODE _		COUNTY	52
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65		Rec. Fee (Dissolut	ion)	Change Change	of Name of Principal	Office
66 52		Rec. Fee (Revival) Foreign Qualificat	ion	Change	of Resident	Agent
50		Cert. of Qual. or	Reg.	Change Addres	of Resident	Agent
51 13		Foreign Name Regis	tration	Resign	ation of Resi	dent Agent
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### CERTIFICATE OF CANCELLATION OF NANTUCKET TENNIS CLUB LIMITED PARTNERSHIP

15 PAGE 250 BOOK

APPROVED AND	RECEIVED FOR RE	ECORD BY THE STATE DE	PARTMENT C	OF ASSESSMENT	S AND TAXATION
OF MARYLAND	DECEMBER	31, 1992 AT	9:54	O.CTOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORI	DED.			

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 50.00

M2819910

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: WARREN RICH P.O. BOX 589 ANNAPOLIS

MD 21404

12903062852 A 410379

MARYLANDIII

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

THE



# RICH FINANCIAL GROUP, INC.

For a Different View of the World STATE DEPARTMEN AND TAKATION

APPROVED FOR RECORD

8 December 1992.

State Department of Assessments and Taxation Corporate Charter Division 301 West Preston Street Baltimore, MD 21201

Dear Ms. Spigner:

Please consider this letter an application for a Certificate of Limited Partnership in the state of Maryland. As per the list in section II of your Information Guide For Maryland Limited Partnerships, I submit the following information:

Name of Limited Partnership: Address of Limited Partnership: FXPro, Limited Partnership 4716 Chesapeake Avenue Shady Side, MD 20764

Name of Resident Agent: President: Address of Resident Agent: The Rich Financial Group, Inc. J. Adam Hewison 4716 Chesapeake Avenue Shady Side, MD 20764

Name of General Partner: President: Address of General Partner: The Rich Financial Group, Inc. J. Adam Hewison 4716 Chesapeake Avenue Shady Side, MD 20764

(one General Partner)

. Adam Hewison

The latest date upon which the limited partnership is to dissolve is January 1,

In addition, please find enclosed a check, in the amount of \$50.00, for the filing fee. 23668190

Sincerely,

President

. 35 DEC 37 BU 8 15

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809

BOOK

301 West Preston Street

1301 West Preston Street

Maryland 24201

OCUMENT CODE _		ODE		52
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erging Transferor)		Surviving (Transferee) _		
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52	Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)			
63 64	Rec. Fee (Transfer)		0.11	
65	Rec. Fee (Dissolution)		inge of Name inge of Principa	Office
66	Rec. Fee (Revival)	Cha	ange of Resident	Agent
52	Foreign Qualification Cert. of Qual. or Reg.	Cha	ange of Resident	Agent
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76	Certificate of Merger/Transfer			
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TOTAL	) /			
FEES 50.00	Check	Cash NOTE:		
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## CERTIFICATE OF LIMITED PARTNERSHIP FXPRO, LIMITED PARTNERSHIP

#### 15 PAGE 253 BOOK

APPROVED AND RECEIVED F	OR RECORD BY THE STA	TE DEPARTMENT C	OF ASSESSMENT	S AND TAXATION
OF MARYLAND DECEMB			O.CTOCK	A . M. AS IN CONFORMITY
WITH LAW AND ORDERED R	ECORDED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:		RECORDING FEE PAID:		SPECIAL FEE PAID:
s	<u> </u>	50•00	_	s

M3564523

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: THE RICH FINANCIAL GROUP, INC. 4716 CHESAPEAKE AVE. MD 20764

SHADY SIDE



132C3063435 A 410915

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

APPROVED FOR RECORD

15 PAGE 254

CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made this 31st day of December, 1992, by the undersigned.

#### WITNESSETH:

The undersigned, as the only general partner of Colonial Parole Shopping Center Limited Partnership, hereby certifies that:

Lug

Throughout this Certificate, any word or words that are defined in the Maryland Revised Uniform Limited Partnership Act, as amended from time to time ("MRULPA"), shall have the same meaning as provided in the MRULPA, and the words listed below within quotation marks shall be deemed to include the words which follow them:

- A. "Certificate" this Certificate of Limited Partnership.
  - B. "Partnership" this Limited Partnership.
- Partnership Name. The name of the Partnership
   shall be: "Colonial Parole Shopping Center Limited Partnership."
- 2. Principal Office and Resident Agent. The address of the principal office of the Partnership in this State is 160 Fairhaven Road, Tracy's Landing, Maryland 20779. The name and address of the Resident Agent of the Partnership in this State are Norman T. Hazard, 160 Fairhaven Road, Tracy's Landing, Maryland 20779.
- 3. Name and Address of General Partner. The name and address of the general partner is Norman T. Hazard, 162 Fairhaven Road, Tracy's Landing, Maryland 20779.

4. Dissolution. The latest date upon which the Partnership is to dissolve is January 1, 2033.

IN WITNESS WHEREOF, this Certificate of Limited
Partnership has been signed this 31st day of December, 1992.

WITNESS:

15 PAGE

GENERAL PARTNER

Norman T. Hazard 60 Fairhaven Road

Tracy's Landing, Maryland 20779

COLPAR29.130-F3

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PAGE 256

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5	Rec. Fee (Dissolution) —— Rec. Fee (Revival) ——	Change of Principal Office
6 2	Foreign Qualification	Change of Resident Agent
2 0		Change of Resident Agent
1	Foreign Name Registration	Address Resignation of Resident Agent
3	Certified Copy	Designation of Resident Agent Designation of Resident Agent
6	Penalty —	and Resident Agent's Address
4	For. Supplemental Cert.	Other Change
	Foreign Resolution — Certificate of Conveyance	
3		
	Certificate of Merger/Transfer	
76 <u> </u>		
75	Special Fee	
30	For. Limited Partnership	CODE 074
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21 22		ATTENTION:
23	Local Transfer Tax	Katherine a. Mosley
31	Corp. Good Standing	Matheware a. I wany
NA	Foreign Corp. Registration	0
87		
71	Financial Personal	
600	Property Reports and	MAIL TO ADDRESS:
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70	Change of P.O., R.A. or R.A.A.	
91 99 98	Art. of Organization (LLC)	
98	LLC Amend, Diss, Continuation	•
97	LLC Cancellation	
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	7).00	NOTE:
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

COLONIAL PAROLE SHOPPING CENTER LIMITED

PARTNERSHIP

BOOK 15 PAGE 257

APPROVED AND	RECEIVED FOR RI	ECORD BY THE STATE DI	EPARTMENT OF ASSESSMEN	IS AND IAXAHON
OF MARYLAND	JANUARY	5, 1993 AT	8:30 O'CLOCK	A . M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

SPECIAL
FEE PAID:

M3564705

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: SMITH, SOMERVILLE & CASE 100 LIGHT STREET BALTIMORE MD 21202



132C3063453

**A** 410923

RECORDED IN THE RECORDS OF THE 3476 0824

STATE DEPARTMENT OF ASSESSMENTS

BOOK

CERTIFICATE OF LIMITED PARTNE OF

RIDGECREST LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP (hereinafter referred to as this "Certificate") is made this 4th day of January, 1993, by RIDGECREST, INC., a Maryland corporation, as the General Partner.

#### EXPLANATORY STATEMENT

Ridgecrest, Inc., desiring to organize a limited partnership under and pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act (hereinafter referred to as the "Act"), hereby forms a limited partnership for the purposes and on the terms and conditions hereinafter set forth (the "Partnership"), and hereby certifies to the Maryland State Department of Assessments and Taxation as follows:

- The name of the Partnership shall be "Ridgecrest Limited Partnership."
- The purposes for which the Partnership is formed are as follows: (a) to acquire, hold, own, improve, develop, lease, manage, subdivide and otherwise deal with the real property, and improvements thereon, to be acquired by the Partnership containing 5 acres, more or less, located in Fairfax City, Virginia (the "Property"), (b) to have and exercise all powers now or hereafter conferred by the laws of the State of Maryland on limited partnerships formed pursuant to the Act and and (c) to do any and all things necessary convenient or incidental to the foregoing.
- The address of the principal office of the Partnership is c/o Hearth & Home Distributors, Inc., 10305 Guilford Road, ~ Annapolis Junction, Maryland 20701. The name and address of the resident agent of the Partnership are Steven M. Gevarter, Esquire, Levin & Gann, P.A., 2 Hopkins Plaza, 9th Floor, Baltimore, Maryland 21201.
- The name and business address of the General Partner are: Ridgecrest, Inc., c/o Hearth & Home Distributors, Inc., 10305 Guilford Road, Annapolis Junction, Maryland 20701.
- The relations of the partners and the affairs of the Partnership shall be governed by the Act as well as a partnership agreement which may be amended from time to time as set forth therein.
- The latest date upon which the Partnership shall be dissolved and its affairs wound up is December 31, 2018.

IN WITNESS WHEREOF, the General Partner acknowledges that this Certificate of Limited Partnership is its act, and further acknowledges, under penalties of perjury, to the best of its knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that it has executed this Certificate of Limited Partnership under seal as of the day and year first above written.

J PAGE

WITNESS:

GENERAL PARTNER:

RIDGECREST, INC.

(SEAL)

6537v/276

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation **CHARTER DIVISION**

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

260 15 PAGE

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erging Transferor) _		Surviv (Trans	ving sferee)		
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1	Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)				
2	Rec. Fee (Merger, Consol.)				
4	Rec. Fee (Transfer)				
5	Rec. Fee (Dissolution)	_		of Name	Office
6	Rec. Fee (Revival)	-		of Principal of Resident	
2	Foreign Qualification Cert. of Qual. or Reg.	-		of Resident	
6 2 0 1 3/	Foreign Name Registration	_	Address		
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6	Penalty	-	Designa	tion of Resident	dent Agent
4	For. Supplemental Cert.			ident Agent' Change	
3	Foreign Resolution Certificate of Conveyance			Change	
3	Certificate of conveyance				
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5	For. Limited Partnership		141	)	
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4	Amendment to Limited Partners				
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98	LLC Amend, Diss, Continuation LLC Cancellation		•		
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94	Foreign LLC Supplemental				
92	LLC Good Standing (s	short)			
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APPROVED BY:

# CERTIFICATE OF LIMITED PARTNERSHIP OF RIDGECREST LIMITED PARTNERSHIP

BOOK 15 PAGE 261

OF MARYLAND JANUARY	8, 1993 AT	9:40 O'CLOCK	A • M. AS IN CONFOR	RMIT
WITH LAW AND ORDERED RECO	RDED.			
ORGANIZATION AND CAPITALIZATION FEE PAID:		ORDING PAID:	SPECIAL FEE PAID:	
		50.00		

M3567872

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: LEVIN AND GANN, P.A. 900 MERCANTILE BANK-TRUST BLDG. BALTIMORE MD 21201



134C3063976

A 411411

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP

33 WEST LIMITED PARTNERSHIP

This Certificate of Cancellation of Limited Partnership (hereinafter referred to as this "Certificate") is made this While I was a start of the star sole general partner of 33 West Limitd Partnership (the "Limited Partnership").

#### EXPLANATORY STATEMENT

Franklin Paulson, being the general partner of 33 West Limited Partnership, desiring to cancel the Limited Partnership pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act (hereinafter referred to as the "Act"), hereby terminates and cancels the Limited Partnership, and hereby certifies to the Maryland State Department of Assessments and Taxation ("SDAT") as follows:

- The name of the Limited Partnership is 33 West Limited Partnership.
- The date of filing of the initial Certificate of Limited Partnership was November 14, 1991. There have been no amendments thereto.
- The reason for filing the Certificate is that the partnership has distributed all of its assets, and is dissolving and winding up.
- The effective date of the cancellation shall be the date that this Certificate is accepted for filing by the SDAT.

.83 JAN 18 PM 8 53 30188172

5. All partners of the Limited Partnership have consented to the dissolution and winding up of the Limited Partnership.

IN WITNESS WHEREOF, the general partner acknowledges that this Certificate is his act, and further acknowledges under penalties of perjury, to the best of his knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that he has executed this Certificate of Cancellation under seal as of the day and year first above written.

WITNESS:

Eugenashington

(SEAL)

Franklin Paulson, General Partner

C46756.573 S:2

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator g.m



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

ROOK 15 PAGE 264

CUMENT CODE _	BUSINESS CODE		COUNTY _	
M33213	79 P.A Religious	Close _	Stock	Nonstoc
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	Organ. & Capitalization Rec. Fee (Arts. of Inc.)			
	Rec. Fee (Amendment)			
	Rec. Fee (Merger, Consol.)			
	Rec. Fee (Transfer)	Change	of Name	
5	Rec. Fee (Dissolution)	Change	of Principal	Office
	Rec. Fee (Revival)	Change	of Resident A	gent
	Foreign Qualification Cert. of Qual. or Reg.	Change	of Resident A	gent
	Foreign Name Registration	Address		
3	Certified Copy	Resigna	tion of Resid	dent Agent
	Penalty	Designa	tion of Resid	ent Agent
	For. Supplemental Cert.		sident Agent's Change	
3	Foreign Resolution	Other	Criange	
	Certificate of Conveyance			
6	Certificate of Merger/Transfer			
5	Special Fee	4.0		
0	For. Limited Partnership Cert. Limited Partnership	code 03	2_	
3	Amendment to Limited Partnership			
5 50	Termination of Limited Partnership			
1	Recordation Tax			
2	State Transfer Tax	ATTENTION:		
3	Local Transfer Tax			
B1	Corp. Good Standing			
IA	Foreign Corp. Registration Limited Part. Good Standing			
37	Financial			
500	Persona	1		
	Property Reports and		DRESS:	
	late filing penalties			
70	Change of P.O., R.A. or R.A.A.			
91	Amend/Cancellation, For. Limited Pa	rt.		
99	Art. of Organization (LLC)			
98	LLC Amend, Diss, Continuation LLC Cancellation		•	
97	Reg. Foreign LLC			
96 94	Foreign LLC Supplemental			
92	LLC Good Standing (short)			
	Other	-		
TOTAL				
FEES	58 Check Cash	NOTE:		3481 A
/ n	ocuments on checks			

CERTIFICATE OF CANCELLATION 33 WEST LIMITED PARTNERSHIP

> 15 PAGE 265 BOOK

APPROVED AND RECEIVED FOR RECORD BY	THE STATE DEPARTMENT OF	F ASSESSMENTS AN	DIAAAIOA
	0.50	OCLOCK	A.M. AS IN CONFOR!

A . M. AS IN CONFORMITY 18, 1993 AT 8:53 O'CLOCK OF MARYLAND JANUARY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

50.00

M3321379

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: GORDON, FEINBLATT, ROTHMAN HOFFBERGER & HOLLANDER 1200 GARRETT BLDG. 233 E. REDWCOD STREET MD 21202 BALTIMORE

> > 14003065014

A 412336



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3480 0832

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BROWN FAMILY LIMITED PARTNERSHIP

This Certificate of Limited Partnership of Brown Family Limited Partnership (the Certificate) is presented for filing pursuant to Section 10-201(a) of the Maryland Revised Uniform Limited Partnership Act, as amended.

The undersigned hereby certify that:

I. The name of the partnership is Brown Family Limited Partnership (the Partnership).

II. The address of the principal office of the Partnership in the State of Maryland is 51 Overlook Drive, Annapolis, Maryland 21401. The name of the resident agent of the Partnership is Paula J. Wellington, who is a resident of the State of Maryland, and the resident agent address is 51 Overlook Drive, Annapolis, Maryland 21401.

III. The names and addresses of the general partners are as follows:

lame	Address
- Carrier	

Donald A. Brown 2667 Marseilles Drive

Palm Beach Gardens, Florida 33410

Ann W. Brown 2667 Marseilles Drive

Palm Beach Gardens, Florida 33410

IV. The latest date upon which the Partnership is to dissolve is December 31, 2060.

Date: December 10, 1992

GENERAL PARTNERS

Donald A. Brown

Ann W. Brown

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

Department of Assessments and Taxation CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201
15 PAGE 267

BOOK

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DDE AMOUNT	FEE REMITTED	
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1	Rec. Fee (Arts. of Inc.)	
2	Rec. Fee (Amendment)	
3	Rec. Fee (Merger, Consol.)	
4	Rec. Fee (Transfer)	Change of Name
5	Rec. Fee (Dissolution) Rec. Fee (Revival)	Change of Principal Office
1	Foreign Qualification	Change of Resident Agent
0	Cert. of Qual. or Reg.	Change of Resident Agent
1	Foreign Name Registration	Address
3	Certified Copy	Resignation of Resident Agent
66	Penalty	Designation of Resident Agent
3	For. Supplemental Cert.	and Resident Agent's Address Other Change
	Foreign Resolution	Other change
'3	Certificate of Conveyance	
76	Certificate of Merger/Transfer	
	Special Fee	
75	For. Limited Partnership	017
30	Cert. Limited Partnership	CODE
34	Amendment to Limited Partnershi	p
35	Termination of Limited Partners	hip
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NA	Foreign Corp. Registration Limited Part. Good Stan	ding
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70	Change of P.O., R.A. or R.A.A.	
91	Amend/Cancellation, For. Limit	ed Part.
99	Art. of Organization (LLC)	
98	LLC Amend, Diss, Continuation	
97	LLC Cancellation Reg. Foreign LLC	Circum.
96	Foreign LLC Supplemental	
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# CERTIFICATE OF LIMITED PARTNERSHIP OF BROWN FAMILY LIMITED PARTNERSHIP

## BOOK 15 PAGE 268

APPROVED AND	RECEIVED FOR R	ECORD BY THE STATE DE	PARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND		18, 1993 AT		O'CLOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOR	DED.			

ORGANIZATION AND RECORDING FEE PAID:

S 50.00 S

M3572963

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ARENT, FOX, KINTNER, PLCTKIN
1050 CONNECTICUT AVENUE, N.W.
WASHINGTON DC 20036

138C3064746

A 412085

3479 2053



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

X 15 PAGE 269

APPROVED FOR PAYMENT

33.

FOURTH AMENDMENT TO THE 8:41 a.

#### AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT

FOR EMPORIA HYDROPOWER LIMITED PARTNERSHIP

THIS FOURTH AMENDMENT TO THE AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT (the "FOURTH AMENDMENT") is made and entered into as of the 1st day of January, 1993 by the partners of the Emporia Hydropower Limited Partnership, a Maryland Limited

Partnership.

WHEREAS, Synergics, Inc. assigned and transferred to Emporia Hydro, Inc. all of its rights, titles and interests as a general partner in Emporia Hydropower Limited Partnership on January 1, 1993, and

WHEREAS, Synergics, Inc. delegated to Emporia Hydro, Inc. all of its duties and obligations of performance under the Amended and Restated Limited Partnership Agreement for Emporia Hydropower Limited Partnership dated April 11, 1986 ("Agreement"), and

WHEREAS, Philip M. Huyck, an individual by that certain Conversion Agreement and Assignment dated as of January 1, 1990, assigned and transferred to A. Johnson Cogeneration, Inc. a Delaware corporation all of his interests as a limited partner of the Emporia Hydropower Limited Partnership.

NOW, THEREFORE, the members of the partnership agree as follows:

- 1. Section 2.1, Continuation of Limited Partnership, is amended to read as follows:
  - 2.1 Continuation of Limited Partnership The General Partner of the Partnership is Emporia Hydro, Inc. The Limited Partner of the Partnership is A. Johnson Cogeneration, Inc. The Partners hereby agree to continue themselves as a limited partnership pursuant to the provisions of the Uniform Act.
- 2. Section 2.2, Paragraph One, Name, Principal Office and Resident Agent is amended to read as follows:
  - 2.2 Name, Principal Office and Resident Agent. The Partnership shall continue to be conducted under the firm

and

3480 2461

name and style of Emporia Hydropower Limited Partnership. The principal office of the Partnership shall be located at Synergics Centre, 191 Main Street, Annapolis, Maryland 21401. The Resident Agent of the Partnership shall be Emporia Hydro, Inc.

3. Schedule B, is amended to read as follows:

SCHEDULE B

EMPORIA HYDRO, INC.

Synergics Centre RAA 191 Main Street Annapolis, MD 21401

A. JOHNSON COGENERATION, INC. Synergics Centre 191 Main Street Annapolis, MD 21401

IN WITNESS WHEREOF, the parties have executed this Fourth Amendment as of the date first above written.

GENERAL PARTNER:

EMPORIA HYDRO, INC.

VIP. /TREASURER

LIMITED PARTNER:

A. JOHNSON COGENERATION, INC.

. 4

•

STATE OF MARYLAND ) ) ss.:
COUNTY OF ANNE ARUNDEL )

On the  $10^{1/2}$  day of January, 1993, before me personally came, Glen A. Peck, Vice President, Emporia Hydro, Inc., to me known to be the individual described in and who executed the foregoing instrument as General Partner, and he acknowledged that he executed the same.



Notary A. July

My Commission Expires: 6/1/93

STATE OF MARYLAND ) ) ss.:
COUNTY OF ANNE ARUNDEL )

On the day of January, 1993, before me personally came Keith M. Arndt, President, A. Johnson Cogeneration, Inc., to me known to be the individual described in and who executed the foregoing instrument as General Partner and Limited Partner, and he acknowledged that he executed the same.



Notary

My Commission Expires: 6/193

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator

APPROVED BY: 39



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street
Baltimore, Maryland 21201

BOOK

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CERTIFICATE OF AMENDMENT EMPORIA HYDROPOWER LIMITED PARTNERSHIP

BOOK 15 PAGE 273

ADDROVED AND RECEIVED FOR	PECOPO RY THE STATE	DEPARTMENT OF	ASSESSMENTS A	ND TAXATIO
ADDROVED AND DECEIVED FOR	RECORD BY THE STATE	DEPARTMENT OF	WOODEDOMICIATO W	IN TARRETTE

OF MARYLAND JANUARY

21, 1993 AT 8:41 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

50.00

M1781046

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SYNERGICS INC. ATTN: JUDITH A. LILLY SYNERGICS CENTRE 191 MAIN ST. ANNAPOLIS

MD 21401

143C3065362

A 412766



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3480 2460

APPROVED FOR RECORD

Ws.

# CERTIFICATE OF LIMITED PARTNERSHIP OF OLDE FORGE OFFICE BUILDING LIMITED PARTNERSHIP A MARYLAND LIMITED PARTNERSHIP

Name: Olde Forge Office Building Limited Partnership.

<u>Principal Office in Maryland</u>: 6476 Heritage Hill Drive, Glen Burnie, Maryland 21061.

Resident Agent: Mark S. Goldstein, 4800 Hampden Lane, 7th Floor, Bethesda, Maryland 20814.

General Partner: W&B Investors, Inc., 6476 Heritage Hill Drive, Glen Burnie, Maryland 21061.

<u>Duration</u>: Until December 31, 2021, unless extended by the Partners or terminated in accordance with the terms of the Partnership Agreement.

The undersigned has executed this Certificate of Limited Partnership as of the 1st day of January, 1993.

GENERAL PARTNER:

W&B INVESTORS, INC.

By:

Allan J. Berman, President

STATE OF MARYLAND

DISTRICT OF COLUMBIA

COUNTY OF MONTGOMERY

GENERAL PARTNER:

W&B INVESTORS, INC.

I HEREBY CERTIFY that on this \_\_\_\_\_ day of January, 1993, before me the undersigned officer, personally appeared Allan J. Berman, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same as President of W&B Investors, Inc., General Partner of Olde Forge Office Building Limited Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public Notary Public

My Commission expires: 15197

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PAGE 275

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2	Rec. Fee (Merger, Consol.)			
3	Rec. Fee (Transfer)			
5	Rec. Fee (Dissolution) -	Change	of Name	office
66	Rec. Fee (Revival)	Change	of Principal	Office
2	Foreign Qualification -	Change	of Resident A	gent
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	Penalty For. Supplemental Cert.	and Res	sident Agent's	s Address
	Foreign Resolution	Other	Change	
53 <u> </u>	Certificate of Conveyance			
76	Certificate of Merger/Transfer			
7.5	Special Fee			
75 <u> </u>	For. Limited Partnership	1	19	
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84	Amendment to Limited Partnership			
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## CERTIFICATE OF LIMITED PARTNERSHIP OLDE FORGE OFFICE BUILDING LIMITED PARTNERSHIP

15 PAGE 276 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION O'CLOCK A. M. AS IN CONFORMITY 26, 1993 AT 8:08 OF MARYLAND JANUARY WITH LAW AND ORDERED RECORDED.

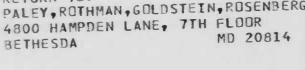
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
S	s50•00	S
	M3581063	

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: PALEY, ROTHMAN, GOLDSTEIN, ROSENBERG 4800 HAMPDEN LANE, 7TH FLOOR MD 20814





14503065554

A 412950

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORDON 15 PS. 0277

CERTIFICATE OF LIMITED PARTNERSHIP OF

M ARYLAND HOMES P.V. LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made this day of January 19 3, by the undersigned general partner. The understood, constituting the sole general partner of MARYLAND HOMES P.V. LIMITED PARTNERSHIP, hereby certifies that:

- 1. The name of the limited partnership is: MARYLAND HOMES P.V. LIMITED PARTNERSHIP.
- 2. The address of the principal office of the limited partnership in the state of Maryland is 1662 Village Green, Crofton, Maryland 21114.
- 3. The name and address of the resident agent of the limited partnership in the state of Maryland is: Jeffrey V. Caruso, 1662 Village Green, Crofton, Maryland 21114.
- 4. The latest data upon which the limited partnership to dissolve is December 31, 2091.
  - 5. The name and business address of the sole general partner

Caruso Homes, Inc. 1662 Village Green Crofton, Maryland 21114

is:

6. The purposes and powers of the limited partnership, the authority, powers and rights of the general and limited partners, the several interests of the general and limited partners, and other matters affecting the organization, management and termination of the limited partnership, and its business and affairs, shall be governed by the terms, provisions and conditions of the Maryland Homes P.V. Limited Partnership Agreement of Limited Partnership dated Name of the same may be amended or modified from time to time.

7. The partnership interest of each general and limited partner and any agreement or certificate evidencing such partnership interest shall be stamped or otherwise imprinted with a conspicuous legend of substantially the following form:

 $\alpha$ 

"The securities represented by this Agreement have not been registered under either the Securities Act of 1933 (the "Act") or applicable state securities laws (the "State Acts") and shall not be sold, pledged, hypothercated, donated, or otherwise transferred (whether or not for consideration) by the holder except under the issuance to the Partnership of a favorable opinion of its counsel and/or submission to the Partnership, of such other evidence as may satisfactory to counsel to the Partnership, to the effect that any such transfer shall not be in violation of the act and the State Acts."

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed this <u>787h</u> day of <u>January</u>,

Caruso Homes, Inc., General Partner

BV.

President

TO THE FILING OFFICER: After this instrument has been recorded, please mail to:

Caruso Homes, Inc. 1662 Village Green Crofton, Maryland 21114

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

800K

15 PG. U279

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2		Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.)	
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66		Rec. Fee (Revival)	Change of Principal Office
52		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address Resignation of Resident Agent
3	<u> </u>	Certified Copy	Designation of Resident Agent
66 54		Penalty For. Supplemental Cert.	and Resident Agent's Address
53		Foreign Resolution	Other Change
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
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83	50	Cert. Limited Partnership	CODE
84		Amendment to Limited Partnership	
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CERTIFICATE OF LIMITED PARTNERSHIP MARYLAND HOMES P.V. LIMITED PARTNERSHIP

BGOX 15 PG. 0280

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 29, 1993 AT 8:12 O'CLOCK

A • M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

M3583689

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: CARUSO HOMES, INC. - GREG CARUSO 1662 VILLAGE GREEN MD 21114 CROFTON

> > 14703065898

A 413256



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3483 0034

STATE DEPARTMENT OF ASSESSMENTS

01/29/93 at 8:12 a.10.

CERTIFICATE OF LIMITED PARTNERSHIP OF

MARYLAND HOMES H.B. LIMITED PARTNERSHIP

800K 15 to 0281

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made this day of day of the undersigned general partner. The understood, constituting the sole general partner of MARYLAND HOMES H.B. LIMITED PARTNERSHIP, hereby certifies that:

- 1. The name of the limited partnership is: MARYLAND HOMES H.B. LIMITED PARTNERSHIP.
- 2. The address of the principal office of the limited partnership in the state of Maryland is 1662 Village Green, Crofton, Maryland 21114.
- 3. The name and address of the resident agent of the limited partnership in the state of Maryland is: Jeffrey V. Caruso, 1662 Village Green, Crofton, Maryland 21114.
- 4. The latest data upon which the limited partnership to dissolve is December 31, 2091.
- 5. The name and business address of the sole general partner is:

Caruso Homes, Inc. 1662 Village Green Crofton, Maryland 21114

- 6. The purposes and powers of the limited partnership, the authority, powers and rights of the general and limited partners, the several interests of the general and limited partners, and other matters affecting the organization, management and termination of the limited partnership, and its business and affairs, shall be governed by the terms, provisions and conditions of the Maryland Homes H.B. Limited Partnership Agreement of Limited Partnership dated January 78, 1993, as the same may be amended or modified from time to time.
- 7. The partnership interest of each general and limited partner and any agreement or certificate evidencing such partnership interest shall be stamped or otherwise imprinted with a conspicuous legend of substantially the following form:

THET COT

"The securities represented by this Agreement have not been registered under either the Securities Act of 1933 (the "Act") or applicable state securities laws (the "State Acts") and shall not be sold, pledged, hypothercated, donated, or otherwise transferred (whether or not for consideration) by the holder except under the issuance to the Partnership of a favorable opinion of its counsel and/or submission to the Partnership, of such other evidence as may satisfactory to counsel to the Partnership, to the effect that any such transfer shall not be in violation of the act and the State Acts."

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed this ZB day of January.

19 93.

Caruso Homes, Inc., General Partner

3Y: ( )

TO THE FILING OFFICER: After this instrument has been recorded, please mail to:

Caruso Homes, Inc. 1662 Village Green Crofton, Maryland 21114

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

OK 15 PG. 0283

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1 2 3 4	Rec. Fee (Arts. of Inc.)	
2	Rec. Fee (Amendment)	
3	Rec. Fee (Merger, Consol.)	
4	Rec. Fee (Transfer)	ot as a filling
5	Rec. Fee (Dissolution)	Change of Name
66	Rec. Fee (Revival)	Change of Principal Office
2	Foreign Qualification	Change of Resident Agent
	Cert. of Qual. or Reg.	Change of Resident Agent
3	Foreign Name Registration	Address
3	Certified Copy	Resignation of Resident Agent
66	Penalty	Designation of Resident Agent
14	For. Supplemental Cert.	and Resident Agent's Address
3	Foreign Resolution	Other Change
73	Certificate of Conveyance	
76	Certificate of Merger/Transfer	
75	Special Fee	
30	For. Limited Partnership	
$\frac{50}{}$	Cert. Limited Partnership	CODE
34	Amendment to Limited Partnership	)
35	Termination of Limited Partnersh	nip ,
21	Recordation Tax	
22	State Transfer Tax	ATTENTION: (reg Caluso
23	Local Transfer Tax	(2)
31	Corp. Good Standing	1027402
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96	Foreign LLC Supplemental	
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MARYLAND HOMES H.B. LIMITED PARTNERSHIP

BOOK 15 PG. 0284

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 29, 1993 AT 8:12 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CARUSO HOMES, INC. - GREG CARUSO
1662 VILLAGE GREEN
CROFTON MD 21114

147C3065897

A 413255



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3482 0090

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

1-29-93t 9:10 A.m

08 5 10

AMENDED AND RESTATED

CERTIFICATE OF LIMITED PARTNERSHIP OF

CASC LIMITED PARTNERSHIP

15 PG. 0285

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP is made this 25th day of January, 1993 by Siena Corporation, as General Partner.

WHEREAS, CASC Limited Partnership (the "Partnership") was formed pursuant to an Agreement and Certificate of Limited Partnership dated October 25, 1987 and filed with the Maryland State Department of Assessments and Taxation on November 2, 1987 (the "Original Certificate");

WHEREAS, to confirm and reflect the foregoing and to reflect changes to the Maryland Revised Uniform Limited Partnership Act, the Partners desire to amend and restate the Original Certificate in its entirety.

NOW, THEREFORE, in consideration of the mutual promises of the Partners, each to the others, and of good and valuable consideration, receipt and sufficiency of which hereby is acknowledged, it is mutually agreed by and between the Partners that the Original Certificate is amended and restated in its entirety as follows:

- 1. The business of the Partnership shall continue to be conducted under the name "CASC Limited Partnership".
- 2. The address of the principal office of the Partnership is 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701. The name and address of the resident agent of the Partnership are Siena Corporation, 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701.
- 3. The name and business address of the General Partner is Siena Corporation, 12011 Guilford Road, Suite 101, Annapolis Junction, Maryland 20701.
- 4. The Partnership had a term beginning as of October 25, 1987 in accordance with the provisions of the Original Certificate. The latest date upon which the Partnership shall be dissolved and its affairs wound up is December 31, 2037.

IN WITNESS WHEREOF, the undersigned General Partner acknowledges that this Amended and Restated Certificate of Limited Partnership is its act, and further acknowledges under penalty of perjury, that to the best of its knowledge, information and belief, the matters and facts set forth herein are true in all material respects, and that they have executed this Amended and Restated Certificate of Limited Partnership on the day and year first above written.

WITNESS or ATTEST:

SIENA CORPORATION, General Partner

Anthony R. Manganaro, President

-- 42 25

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator

APPROVED BY:



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PG. 0256

DOCUMENT CODE	BUSINESS (	CODE COUNTY 53
# <u>M244</u> 2	002 P.A Relig	ious Close Stock Nonstock
Merging (Transferor)		Surviving (Transferee)
CODE AMOUNT		
10	Expedited Fee Organ. & Capitalization	(New Name)
61	Rec. Fee (Arts. of Inc.)	
62	Rec. Fee (Amendment) Rec. Fee (Merger, Consol.)	
64 65 66 52	Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification	Change of Name Change of Principal Office Change of Resident Agent
50	Cert. of Qual. or Reg.	Change of Resident Agent
51 13	Foreign Name Registration Certified Copy	Address Resignation of Resident Agent
56	Penalty	Designation of Resident Agent
54	For. Supplemental Cert. Foreign Resolution	and Resident Agent's Address Other Change
73	Certificate of Conveyance	Other change
76	Certificate of Merger/Transfer	
75	Special Fee	
80	For. Limited Partnership	
83	Cert. Limited Partnership	CODE
84 50	Amendment to Limited Partnersh	·
85 <u> </u>	Termination of Limited Partner Recordation Tax	Ship
22	State Transfer Tax	ATTENTION:
22 23 31 NA	Local Transfer Tax	1/ +1 0/1 4
31	Corp. Good Standing	Berill Hanker
NA	Foreign Corp. Registration	//
87 <u> </u>	Limited Part. Good Sta	nding
600		ersonal
	Property Reports and	MAIL TO ADDRESS:
	late filing penalties	. 0 . /
70	Change of P.O., R.A. or R.A.A.	
91	Amend/Cancellation, For. Limi	ted Part.
99	Art. of Organization (LLC)	12011 Hindles of De
98 97	LLC Amend, Diss, Continuation LLC Cancellation	10011 Sugara la
97 96	Reg. Foreign LLC	Ste 1010
94	Foreign LLC Supplemental	
92	LLC Good Standing (sh	
	Other	
TOTAL ~		114: 00191
FEES 5	0	
/	Check Ca	sh <u>NOTE:</u>
/	ocuments on checks	7492 2594

#### CERTIFICATE OF AMENDMENT OF CASC LIMITED PARTNERSHIP

BOOK 15 PG. 0287

APPROVED AND	RECEIVED FOR I	RECORD BY THE STATE DE	PARTMENT OF ASSESSME	NTS AND TAXATION
OF MARYLAND			9:10 o.crock	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECOI	RDED.		

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

50.00

\$\_\_\_\_

M2442002

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: SIENA CORPORATION ATTN: KENNETH HANKIN 12011 GUILFORD RD., STE. 101 ANNAPOLIS JUNCTION MD 20701

14903066102

**A** 413463



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3482 2663

15 Pt 0288

### CERTIFICATE OF AMENDMENT LYNNVIEW TERRACE LIMITED PARTNERSHIP

The Certificate of Limited Partnership for Lynnview Terrace Limited Partnership is STATE DEPARTMENT OF ASSESSMENTS AND TAXATION hereby amended as follows:

APPROVED FOR RECORD

Effective January 31, 1993, Joseph M. Della Ratta has withdrawn from the 3.1 Limited Partnership and ceased to be a General Partner (he has never been a limited partner). The remaining General Partners are Thomas I. Baldwin and William E. Baldwin,

We hereby affirm under the penalties of perjury that the facts stated herein are true.

Thomas I. Baldwin, General Partner

William o' Balilown by his William E. Baldwin, Jr., General Partner

Withdrawing General Partner

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 ps. 0289

M300	5718 P.A F	Religious _	close _	SLUCK	_ 140113 600
erging Transferor		Survi (Tran	ving sferee)		
ODE AMOL	T FEE REMITTED				
0	Expedited Fee	(New	Name)		
0	Organ. & Capitalization				
1	Rec. Fee (Arts. of Inc.)				
2	Rec. Fee (Amendment)	)			
3	Rec. Fee (Merger, Consol. Rec. Fee (Transfer)	,			
3 4 5 6	Rec. Fee (Transfer)		Change	of Name	
5 6	Rec. Fee (Revival)		Change	of Principal	Office
2	Foreign Qualification		Change	of Resident A	Agent
0				of Resident A	Agent
1 =	Foreign Name Registration		Address		doub Acomt
			Resigna	ation of Resid	dent Agent
3 6	_ Penalty	-	Design	ation of Resident's	address
4				Change	
3	a -tifito of Convoyance			Onlango	
3	Certificate of Conveyance				
76	Certificate of Merger/Tra	ensfer			
•	_ Certificate of the get,				
5	Special Fee				
30	For. Limited Partnership		01	2	
33	Cert. Limited Partnership	0	CODE UG	<u> </u>	
34 50	Amendment to Limited Part	tnership			
35	Termination of Limited Pa	artnership		. 0 1 . 0	01
21			ATTENTION .	Leah R.	Schumo
22			ATTENTION	7000	
23	A A 1 Ob a m m!	ina			
31		on			
NA 37	Limited Part. Go	od Standing			
71	Financial				
600		Personal			
77	Property Reports and		_ MAIL TO AL	DRESS:	
	late filing penalties				
70	Change of P.O., R.A. or	K.A.A.			
91 99	Amend/Cancellation, For.	C)			
99	Art. of Organization (LL LLC Amend, Diss, Continu	ation			
98 97				•	
97 96					
94	Foreign LLC Supplemental				
92	LLO Cond Chandi	ing (short)			
	Other				
16					
TOTAL #					
FEES 30		Cash	NOTE:		
	V CHECK	UQSII	1401		

CERTIFICATE OF AMENDMENT

OF

LYNNVIEW TERRACE LIMITED PARTNERSHIP

15 m. 0290 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION p. M. AS IN CONFORMITY 3:40 AT OF MARYLAND February 3, 1993 WITH LAW AND ORDERED RECORDED. RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 50.00

M3585718

TO THE CLERK OF THE COURT OF ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: VENABLE, BAETJER & HOWARD ATTN: LEAH R. SCHUMAN 2 HOPKINS PLAZA 1800 MERCANTILE BANK & TRUST BLDG. MD 21201 BALTIMORE

> 155C3067261 A 384725

> > 1435 2235



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEFARIMENT OF ASSESSMENTS

00

1

800K 15 to 0291

AMENDED AND RESTATED

CERTIFICATE OF LIMITED PARTNERSHIP

OF

POWELLS CREEK >PARTMENTS LIMITED PARTNERSHIP

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP (hereinafter referred to as the "Amended and Restated Certificate") is made this \_\_\_\_\_ day of December, 1992, by Powells Creek Apartments LLC, a Maryland limited liability company, (the General Partner") and Osprey Investment Company (the "Resigning General Partner").

#### EXPLANATORY STATEMENT

Powells Creek Apartments Limited Partnership (the "Partnership") was formed pursuant to a certificate of limited partnership, dated March 31, 1992, filed with the State Department of Assessments and Taxation (the "Original Certificate").

In order to reflect the admission of Powells Creek Apartments LLC as the General Partner in the Partnership and the resignation of Osprey Investment Company as a general partner in the Partnership, the partners of the Partnership (the "Partners") desire to amend and restate the Original Certificate in its entirety.

- 1. The name of the Partnership shall be "Powells Creek Apartments Limited Partnership".
- 2. The purposes for which the Partnership is formed are as follows: (a) directly or indirectly through one or more partnerships, to acquire, own, hold, improve, develop, lease, manage, sell, exchange, or otherwise deal with real property and any improvements thereon as opportunities arise; and (b) to do any and all things necessary, convenient or incidental to the foregoing.
- 3. The address of the principal office of the Partnership is 2661 Riva Road, Building 700, Suite 2, Annapolis, MD 21401. The name and address of the resident agent of the Partnership is Robert M. Ercole, Esquire, c/o Neuberger, Quinn, Gielen, Rubin & Gibber, P.A., 100 South Charles Street, 6th Floor,

Baltimore, Maryland 21201.

4. The name and business address of the General Partner is Powells Creek Apartments LLC, 2661 Riva Road, Building 700, Suite 2, Annapolis, MD 21401.





- 5. The relations of the Partners and the affairs of the Partnership shall be governed by a partnership agreement which may be amended from time to time by the Partners of the Partnership.
- The latest date upon which the Partnership shall be dissolved and its affairs wound up shall be December 31, 2040.

IN WITNESS WHEREOF, the undersigned acknowledge that this Amended and Restated Certificate is their act, and further acknowledge, under penalties of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Amended and Restated Certificate under seal as of the day and year first above written.

RESIGNING GENERAL PARTNER:

Osprey Investment Company

By:

David R. Lewis, President

WITNESS:

WITNESS:

GENERAL PARTNER:

POWELLS CREEK APARTMENTS LLC

By: OI Associates LLC,

Administrative Manager

By: Osprey Investment Company,

Authorized Person

By:

(SEAL)

David R. Lewis

President

(pow\amdapcer.ltd)

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator

1.m



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PG. 0293

JCUME!	NT CODE	C/2	ODE	
[1]	39 OT	) P.A Religio	ous Close	Stock Nonstock
ergin	g		Surviving	
Trans	feror)		(Transferee)	
ODE	AMOUNT	FEE REMITTED		
0		Expedited Fee	(New Name)	
20		Organ. & Capitalization		
51		Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)		
3 3		Rec. Fee (Merger, Consol.)		
4		Rec. Fee (Transfer)		
55		Rec. Fee (Dissolution)	cr	nange of Name nange of Principal Office
6		Rec. Fee (Revival)		nange of Principal Office nange of Resident Agent
2		Foreign Qualification Cert. of Qual. or Reg.	₹ c	nange of Resident Agent
0		Foreign Name Registration	Ac	ddress
3		Certified Copy	Re	esignation of Resident Agent
6		Penalty	De	esignation of Resident Agent
4		For. Supplemental Cert.		nd Resident Agent's Address Other Change
53		Foreign Resolution	(	other change
73		Certificate of Conveyance		
76		Certificate of Merger/Transfer		
		Special Fee	- 11-11-1	
75 80		For. Limited Partnership		11/2
83		Cert. Limited Partnership	CODE_	043
84	50	Amendment to Limited Partnersh	ip	
85		Termination of Limited Partner	ship	0 1 1 m (
21		Recordation Tax	ATTEN	TION: Robert M. Erc
22		State Transfer Tax Local Transfer Tax	ATTEN	
23		Corp. Good Standing		
31 NA		Foreign Corp. Registration		
87		Limited Part. Good Sta	inding	
71		Financial		
600		Property Reports and		TO ADDRESS:
		late filing penalties	- INTE	
70		Change of P.O., R.A. or R.A.A.		
91		Amend/Cancellation, For. Lim	ited Part.	
99		Art. of Organization (LLC)		
98		LLC Amend, Diss, Continuation		•
97		LLC Cancellation		
96		Reg. Foreign LLC Foreign LLC Supplemental		
94		LLC Good Standing (s	hort)	
32		Other		
	1	)		
TOTA	1 50			
FEES		/		

#### CERTIFICATE OF AMENDMENT POWELLS CREEK APARTMENTS LIMITED PARTNERSHIP OF

15 PG. 0294 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY 9:07 O'CLOCK 3, 1993 AT OF MARYLAND FEBRUARY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING TEE PAID:

50.00

M3404563

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: NEUBERGER, QUINN, GIELEN & RUBIN, EQUITABLE BANK CENTER TOWER II 100 SOUTH CHARLES STREET MD 21201 BALTIMORE

> > 15103066473

A 413619



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS APPROVED FOR BECORD

44

15 PG. 0295 . . . 600K

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF

POWELLS CREEK TOWNE SQUARE LIMITED PARTNERSHIP

THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP (hereinafter referred to as the "Amended and Restated Certificate") is made this 21 day of December, 1992, by Powells Creek Towne Square LLC, a Maryland limited liability company, (the General Partner") and Osprey Investment Company (the "Resigning General Partner").

#### EXPLANATORY STATEMENT

Powells Creek Towne Square Limited Partnership (the "Partnership") was formed pursuant to a certificate of limited partnership, dated March 31, 1992, filed with the State Department of Assessments and Taxation (the "Original Certificate").

In order to reflect the admission of Powells Creek Towne Square LLC as the General Partner in the Partnership and the resignation of Osprey Investment Company as a general partner in the Partnership, the partners of the Partnership (the "Partners") desire to amend and restate the Original Certificate in its entirety.

The name of the Partnership shall be "Powells Creek Towne Square Limited Partnership".

The purposes for which the Partnership is formed are (a) directly or indirectly through one or more as follows: partnerships, to acquire, own, hold, improve, develop, lease, manage, sell, exchange, or otherwise deal with real property and any improvements thereon as opportunities arise; and (b) to do any and all things necessary, convenient or incidental to the foregoing.

The address of the principal office of the Partnership is 2661 Riva Road, Building 700, Suite 2, Annapolis, MD The name and address of the resident agent of the Partnership is Robert M. Ercole, Esquire, c/o Neuberger, Quinn, Gielen, Rubin & Gibber, P.A., 100 South Charles Street, 6th Floor, Baltimore, Maryland 21201

The name and business address of the General Partner 4. is Powells Creek Towne Square LLC, 2661 Riva Road, Building 700, Suite 2, Annapolis, MD 21401.



800K . 15 PG. 0296

- 5. The relations of the Partners and the affairs of the Partnership shall be governed by a partnership agreement which may be amended from time to time by the Partners of the Partnership.
- 6. The latest date upon which the Partnership shall be dissolved and its affairs wound up shall be December 31, 2040.

IN WITNESS WHEREOF, the undersigned acknowledge that this Amended and Restated Certificate is their act, and further acknowledge, under penalties of perjury, to the best of their knowledge, information and belief, that the matters and facts set forth herein are true in all material respects, and that they have executed this Amended and Restated Certificate under seal as of the day and year first above written.

RESIGNING GENERAL PARTNER:

Osprey Investment Company

By: David R. Lewis, President

WITNESS:

WITNESS:

GENERAL PARTNER:

POWELLS CREEK TOWNE SQUARE LLC

By: OI Associates LLC,

Administrative Manager

By: Osprey Investment Company,

Authorized Person

By:

(SEAL)

David R. Lewis President

(pow\restcert.twn)

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PS. 0297

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rgin rans	g feror) <u> </u>		Surviving (Transferee)		
DE	AMOUNT	FEE REMITTED			
<u>v.</u> =		Expedited Fee	(New Name)_		
		Organ. & Capitalization			
		Rec. Fee (Arts. of Inc.)			
		Rec. Fee (Amendment)			
		Rec. Fee (Merger, Consol.)			
		Rec. Fee (Transfer) Rec. Fee (Dissolution)		Change of Name	
		Rec. Fee (Dissolution)		Change of Principal	Office
		Foreign Qualification	<u>×</u>	Change of Resident	Agent
		Cert. of Qual. or Reg.		Change of Resident	Agent
		Foreign Name Registration		Address	dent 4-074
		Certified Copy		Resignation of Resi	dent Agent
		Penalty		Designation of Resigned Resident Agent'	e Address
		For. Supplemental Cert.		Other Change	
		Foreign Resolution		Ocher Change	
3		Certificate of Conveyance			
6		Certificate of Merger/Transfer			
5		Special Fee		1.16	
)		For. Limited Partnership	CODE	043	
3		Cert. Limited Partnership	CODE		
4	50	Amendment to Limited Partnership Termination of Limited Partnersh	2		
5		Recordation Tax		ention: Robert	- M.
1		State Transfer Tax	ATTE	NTION: 1 Sover	- 111
2		Local Transfer Tax	6		
) 1		Corp. Good Standing		riol	
<b>,</b>		Foreign Corp. Registration			
7		Limited Part. Good Stand	ing		
1		Financial			
00		Per	Sona I	TO ADDRESS:	
		Property Reports and	MAI	TO ADDRESS:	
		late filing penalties	•		
0		Change of P.O., R.A. or R.A.A. Amend/Cancellation, For. Limite	ed Part.		
1		Art. of Organization (LLC)			
9 8		LLC Amend, Diss, Continuation			
7		LLC Cancellation		•	
6		Reg. Foreign LLC			
4		Foreign LLC Supplemental			
2		LLC Good Standing (sho			
		Other			
_					
— OTA		$\circ$			

\_ Documents on

APPROVED BY:

BOOK 15 m. 0298

CERTIFICATE OF AMENDMENT

OF

POWELLS CREEK TOWNE SQUARE LIMITED PARTNERSHIP

=====×	3, 1993 AT	9:07 O'CLOCK	A . M. AS IN CONFORMITY
DE MARYLAND FEBRUARY	37 1773 AI	7.01 October	
WITH LAW AND ORDERED RECOR	DED.		

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING EEE PAID: SPECIAL

\_\_\_\_\_s\_\_\_

50.00

s\_\_\_\_\_

M3404571

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
NEUBERGER, QUINN, GIELEN & RUBIN,
P.A.
EQUITABLE BANK CENTER TOWER II
100 SOUTH CHARLES STREET
BALTIMORE
MD 21201

151C3066474

A 413620



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

SECOND AMENDMENT TO

APPROVED FOR RECORD CERTIFICATE OF LIMITED PARTNERSHIP

2-11-93 at 8:25 am

OF

### PORT ANNAPOLIS ASSOCIATES LIMITED PARTNERSHIP

(A Maryland Limited Partnership)

This Second Amendment to the Certificate of Limited Partnership of Port Annapolis Associates is presented for filing pursuant to the laws of the State of Maryland, the original Certificate having been filed on September 13, 1977, in the Circuit Court for Anne Arundel County in Record Book 8, page 491, in accordance with the authority provided in the Limited Partnership Agreement (the "Partnership Agreement").

WHEREAS, there has been one subsequent Amendment to the Certificate of Limited Partnership dated July 26, 1985, and

WHEREAS, since that time there has been a transfer of partnership interest as shown on the attached "Exhibit A", and

WHEREAS, since that time certain partners have had changes of address; and

WHEREAS, the General Partners, acting on behalf of all the partners of the Partnership, desire to amend the Certificate of Limited Partnership to reflect the above changes;

2485 2421

eturn to: Arthur A. Bi 888 17th St. Washington.

St. NW AS:CODE DC 20006

900K 15 PS. 0300

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the parties hereto agree to amend the said Certificate of Limited Patnership heretofore filed as follows:

- 1. The name and address of each partner and his percentage of interest in Port Annapolis Associates is shown on "Exhibit A as amended January 1, 1992", attached hereto and incorporated by reference herein.
- 2. Except as provided above, all other terms and conditions of the Certificate are hereby ratified and affirmed.

IN WITNESS WHEREOF, the parties hereto have affixed their signatures, effective for all purposes and in all respects as of the 1st day of January, 1992.

Arthur A. Birney

11/.11

William J. Butler, Jr.

General Partners

DISTRICT OF COLUMBIA SS:

Subscribed and sworn to before me this day of January, 1993.

Notary Public

My commission expires: 1-3/-26

## PORT ANNAPOLIS ASSOCIATES LIMITED PARTNERSHIP

### CERTIFICATE OF LIMITED PARTNERSHIP

"Exhibit A as amended January 1, 1992"

#### PARTNERS AS OF JANUARY 1, 1992

Name and Address	Percentage of Interest
GENERAL PARTNERS	
Arthur A. Birney 888 17th St. N. W. Washington, DC 20006	47%
William J. Butler, Jr. 888 17th Street, N. W. Washington, DC 20006	47%
LIMITED PARTNERS	
E. James White 151 Spring Street Herndon, VA 22070	6%

· WILLIAM DONALD SCHÄEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PG. 0202

	20243	BUSINESS C	ous C	lose Stock Nonstock
arain	n		Surviving	e)
ODE 0 0 1 2 3 4 5 6 2 0 1	AMOUNT	Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Transfer) Rec. Fee (Dissolution) Rec. Fee (Revival) Foreign Qualification Cert. of Qual. or Reg. Foreign Name Registration		Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent
3 6 4		Penalty For. Supplemental Cert.		Designation of Resident Agent and Resident Agent's Address
3		Foreign Resolution Certificate of Conveyance		Other Change
6		Certificate of Merger/Transfer		
5		Special Fee	_	
30		For. Limited Partnership	001	DF
33		Cert. Limited Partnership Amendment to Limited Partnersh		DE
34		Termination of Limited Partner		
35 21		Recordation Tax		n. H 10 /2
22		State Transfer Tax	AT	TENTION: <u>(Irthur) A. Burne</u>
23		Local Transfer Tax		
31		Corp. Good Standing		
A		Foreign Corp. Registration	anding	
37		Limited Part. Good Sta		
71 600		Financial	Personal	
000		Property Reports and		IL TO ADDRESS:
		late filing penalties	. /	) Brien, Burney and
70		Change of P.O., R.A. or R.A.A	· <u>C</u>	is were, i wirey who
91		Amend/Cancellation, For. Lim	ited Part.	Buttler
99		Art. of Organization (LLC)		
98		LLC Amend, Diss, Continuation	_	100 0 + H. 01 x
97		LLC Cancellation Reg. Foreign LLC	8	88 Seventlenth St. 1
96 94		Foreign LLC Supplemental		well + An zon
92		LLC Good Standing (s	hort)	Washington, S.C. 2006
		Other		9 3967
TOTAL				
<b>FEES</b>				

## CERTIFICATE OF AMENDMENT PORT ANNAPOLIS ASSOCIATES LIMITED PARTNERSHIP

BOOK 15 PG. 0203

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY 8:25 O'CLOCK OF MARYLAND FEBRUARY 11, 1993 AT WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID:

M2024396

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: O'BRIEN, BIRNEY AND BUTLER 888 SEVENTEENTH ST., N.W. DC 20006 3967 WASHINGTON



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7446 14

156C3067446

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

APPROVED FOR RECORD

CERTIFICATE OF LIMITED PARTNERSHIP

BOOK of

15 PG. 0304

## THE STEALTH FUND LIMITED PARTNERSHIP

This Certificate is presented for filing pursuant to Section 10-201 of the Corporations and Associations Article of the Annotated Code of Maryland.

- 1. Name. The name of the limited partnership is "The Stealth Fund Limited Partnership."
- 2. Principal Office. The address of the principal office of the limited partnership is 3214 Blackwalnut Drive, Annapolis, Maryland 21403, c/o Pacific Edge Investment Management, Inc., General Partner.
- 3. Resident Agent. The name and address of the resident agent is Brian Leshner, 3214 Blackwalnut Drive, Annapolis, Maryland 21403.
- 4. General Partner. The name and address of the General Partner is Pacific Edge Investment Management, Inc., c/o Karen Payne, President, 3214 Blackwalnut Drive, Annapolis, Maryland 21403.
- 5. Dissolution Date. The latest date upon which the limited partnership is to be dissolved and its affairs wound up is December 31, 2012.

Signature of the General Partner:

Pacific Edge Investment Management, Inc.

Karen Payne, President

10 FED 12 FM 10 50

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 го. 0305

OOCUME	ENT CODE _	05 Business Co	ODE		COUNTY	52
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1		Rec. Fee (Amendment)				
2		Rec. Fee (Merger, Consol.)				
3		Rec. Fee (Transfer)				
5		Rec. Fee (Dissolution)	_		of Name	
6	7	Rec. Fee (Revival)		Change	of Principal	Office
2		Foreign Qualification	_	Change	of Resident A	Agent
0		Cert. of Qual. or Reg.	_		of Resident A	Agent
1		Foreign Name Registration		Address	S	dent Agent
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6		Penalty	-		ation of Resident's	
4		For. Supplemental Cert.			Change	
3		Foreign Resolution		Other	Change	
3		Certificate of Conveyance				
6		Certificate of Merger/Transfer				
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33	50	Cert. Limited Partnership	d m	CODE		
34		Amendment to Limited Partnersh	1p obje			
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APPROVED BY: AUS

#### CERTIFICATE OF LIMITED PARINERSHIP

THE STEALTH FUND LIMITED PARTNERSHIP

EGOK 15 PG. 0306

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 12, 1993 AT 10:50 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL

e

50.00

M3611290

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: THOMAS R. SALLEY, ATTY. AT LAW 3110 33RD STREET, N.W. WASHINGTON DC 20008

160C3067898

**A** 414892

OF ASSESSMENTS

OF MARYLAND

MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

## STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD

ARTICLES OF ORGANIZATION

15 PG. 0307 BOOK

State of Maryland.

HCOM, LC.

D 0

A LIMITED LIABILITY COMPANY

The undersigned, Michael Raymond Hart and Patricia FIRST: Judith Hart, being at least eighteen (18) years of age, do hereby form a Limited Liability Company under the general laws of the

The name of the Company (which is hereinafter SECOND: called the Company) is: HCOM, LC.

The Company shall be a Limited Liability Company as authorized by the Corporations and Associations provisions of the Annotated Code of Maryland.

The duration of the Company shall be for ten (10) FOURTH: years from the date of execution hereof, January 26, 2003.

The purposes for which the Company is formed are FIFTH: as follows:

The installation of telephone and computer cabling systems for commercial businesses and residential properties.

As well as to exercise the following powers:

- (1) Sue, be sued, complain, and defend in all courts;
- Transact its business, carry on (2) operations, and have and exercise the powers granted by this article in any state and in any foreign country;
- Make contracts and guarantees, (3) liabilities, and borrow money;

10,33,111,23,111,3:58

## BOOK 15 PG. 0308

- (4) Sell, lease, exchange, transfer, convey, mortgage, pledge, and otherwise dispose of any of its assets;
- (5) Acquire by purchase or in any other manner, take, receive, own, hold, improve, and otherwise deal with any interest in real or personal property, wherever located;
- (6) Issue notes, bonds, and other obligations and secure any of them by mortgage or deed of trust or security interest of any or all of its assets;
- otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of and otherwise use and deal in and with stock or other interests in and obligations of other corporations, associations, general or limited partnerships, limited liability companies, foreign limited liability companies, business trusts, and individuals;
- (8) Invest its surplus funds, lend money in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes set forth in its articles of organization, and take and hold real property and personal property as security for the payment of funds so loaned or invested;
- (9) Elect or appoint agents and define their duties and fix their compensation;
- (10) Sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

- (11) Be a promoter, stockholder, partner, member, associate, or agent of any corporation, partnership, limited liability company, foreign limited liability company, joint venture, trust, or other enterprise;
- agent, or employee from and against any and all claims and demands, except in the case of action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness, and subject to the standards and restrictions, if any set forth in the articles of organization or operating agreement;
- (13) Make and alter operating agreements, not inconsistent with its articles of organization or with the laws of the State, for the administration and regulation of the affairs of the limited liability company;
  - (14) Cease its activities and dissolve; and
- (15) Do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth in its articles of organization.

SIXTH: The post office address of the principal office of the Company in Maryland is 1774 Aberdeen Circle, Crofton, Maryland 21114. The name and post office address of the resident agent of the Company in Maryland is Michael Raymond Hart at 1774 Aberdeen Circle, Crofton, Maryland 21114. The resident agent is a citizen of Maryland and actually resides therein.

## 800K 15 PG. 0310

IN WITNESS WHEREOF, we have signed these Articles of Organization and severally acknowledge the same to be our act on this 26% day of 5ANOARY, 1993.

Witness

1011

MICHAEL RAYMOND HARD

PATRICIA JUDIAH HART

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES

PAUL B. ANDERSON Administrator



## Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PG 0311

BUSINESS CODE
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54 For. Supplemental Cert. and Resident Agent's Address
53 Foreign Resolution Other change
73 Certificate of Conveyance
76 Certificate of Merger/Transfer
75 Special Fee 80 For. Limited Partnership
83 Cert. Limited Partnership CODE
84 Amendment to Limited Partnership
85 Termination of Limited Partnership 21 Recordation Tax
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23 Local Transfer Tax
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APPROVED BY:

ARTICLES OF ORGANIZATION OF HCOM, LC

600K 15 FG 0312

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 26, 1993 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

W3582657

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: CALLAHAN & CALLAHAN 2133 DEFENSE HWY. CROFTON

MD 21114



146C3065768

A 413147

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3491 1761

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

800K 15 nt. 0313

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD

1-28-93 at 8:50 am.

## WESTERN MARYLAND POWER COMPANY, L.L.C.

#### ARTICLES OF ORGANIZATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, MARK B. GILLISS, President of MB GILLISS & ASSOCIATES, INC., the post office address of which is College Parkway Office Center, 584 Bellerive Drive, Suite 3C, Annapolis, Maryland, Maryland, 21401, being over twenty-one (21) years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of limited liability companies, does hereby execute and cause to be filed these Articles of Organization with the intention of forming a limited liability company.

SECOND: The name of the limited liability company is: "WESTERN MARYLAND POWER COMPANY, L.L.C.

THIRD: The purposes for which the limited liability company is formed are as follows:

- (1) To actively pursue all business related to providing electric power and steam required by the Hagerstown Fiber and Light Company or its successor.
- (2) To engage in any other business or make any other transaction permitted by law, as mutually agreed by the members.
- (3) The company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the General Laws of the State of Maryland.

FOURTH: The address of the principal office of the company is College Parkway Office Center, 584 Bellerive Drive, Suite 3C, Annapolis, Maryland, 21401. The name and address of the resident agent of the limited liability compnay in this State is MARK B. GILLISS, President, MB Gilliss & Associates, Inc., College Parkway Office Center, 584 Bellerive Drive, Suite 3C, Annapolis, Maryland, 21401.

FIFTH: The latest date upon which the limited liability company is to dissolve is fifty (50) years from the date this certificate is filed with the State Department of Assessments and Taxation of Maryland, or December 31,2042.

IN WITNESS WHEREOF, this Certificate of Limited Liability Company has been signed this 31 day of December, 1992.

ATTEST:

MB GILLISS & ASSOCIATES, INC.

Robert Weesse By: Vark B

Mark B. Gilliss, President

600K 15 rt. 0313

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD

VESTERN MARYLAND POWER COMPANY, L.L.C.

ARTICLES OF ORGANIZATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, MARK B. GILLISS, President of MB GILLISS & ASSOCIATES, INC., the post office address of which is College Parkway Office Center, 584 Bellerive Drive, Suite 3C, Annapolis, Maryland, Maryland, 21401, being over twenty-one (21) years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of limited liability companies, does hereby execute and cause to be filed these Articles of Organization with the intention of forming a limited liability company.

SECOND: The name of the limited liability company is: "WESTERN MARYLAND POWER COMPANY, L.L.C.

THIRD: The purposes for which the limited liability company is formed are as follows:

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- (2) To engage in any other business or make any other transaction permitted by law, as mutually agreed by the members.
- (3) The company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the General Laws of the State of Maryland.

FOURTH: The address of the principal office of the company is College Parkway Office Center, 584 Bellerive Drive, Suite 3C, Annapolis, Maryland, 21401. The name and address of the resident agent of the limited liability compnay in this State is MARK B. GILLISS, President, MB Gilliss & Associates, Inc., College Parkway Office Center, 584 Bellerive Drive, Suite 3C, Annapolis, Maryland, 21401.

FIFTH: The latest date upon which the limited liability company is to dissolve is fifty (50) years from the date this certificate is filed with the State Department of Assessments and Taxation of Maryland, or December 31,2042.

IN WITNESS WHEREOF, this Certificate of Limited Liability Company has been signed this 31 day of December, 1992.

ATTEST:

MB GILLISS & ASSOCIATES, INC.

Robert Weisse By:

Mark B. Gilliss, President

I HEREBY CERTIFY that on this 31 day of December, 1992, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Carroll aforesaid, personally appeared Mark B. Gilliss, who acknowledged himself to be the appeared Mark B. Gilliss & Associates, Inc., a body corporate of President for MB Gilliss & Associates, Inc., a body corporate of the State of Maryland, and that he, as President, being authorized so to do, executed the these Articles of Organization for rized so to do, executed the these Articles of Organization for the purposes therein contained, by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.

TO WIT:

Rolling L. Wusse

My Commission expires: 5-1-95

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 pg. 0315

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1		Foreign Name Registration		Pasian	ation of Res	ident Agent
3		Certified Copy		Design	ation of Res	ident Agent
6		Penalty Cort		and Re	sident Agent	's Address
4		For. Supplemental Cert. Foreign Resolution		Other	Change	
3		Certificate of Conveyance				
73		Certificate of conveyance				
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75		Special Fee				
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83		Cert. Limited Partnership	L	CODE		
84		Amendment to Limited Partners	hip			
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APPROVED BY: Che

ARTICLES OF ORGANIZATION

OF
WESTERN MARYLAND POWER COMPANY, L.L.C.

800K 15 N. U316

APPROVED AND	RECEIVED FOR REC	ORD B	Y THE S	TATE DEPA	RTMENT OF	ASSESSMENTS	AND	TAXATION
OF MARYLAND	JANUARY	28,	1993	AT	8:50	O'CLOCK	A •	M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORDE	D.						

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID: SPECIAL

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50.00

s\_\_\_\_\_

W3585007

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: ROBIN L. WEISSE
DAVIS MURPHY, WEISSE & GREEN
237 EAST MAIN STREET
WESTMINSTER MD 21157 0808

ASSESS.

14903066093

A 413454

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3482 256

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS.

APPROVED FOR PAYMENT

1-28-93 at 9:04am.

CRESCENZI HOMES, L.L.C.

### ARTICLES OF ORGANIZATION

THIS IS TO CERTIFY THAT:

800K 15 PG. 0317

FIRST: The undersigned, being at least eighteen years of age, hereby forms a limited liability company pursuant to the laws of Maryland.

SECOND: The name of the limited liability company (herein the "Company") is "CRESCENZI HOMES, L.L.C."

THIRD: The latest date on which the Company is to dissolve is December 31, 2075.

FOURTH: The purpose for which the Company is formed is to engage in any lawful act or activity for which limited liability companies may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, and, without limiting the foregoing, to acquire, purchase, own, hold, operate, develop, manage, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose and to invest, trade, or deal in, real and personal property of every kind and description or any interest therein.

FIFTH: The address of the Company's principal office in Maryland is 4133 Conte Road, Lothian, Maryland address of its resident agent is Joseph A. Conte, 116 Defense Highway, Suite 102, Annapolis, Maryland 21401.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledge them to be my act on this 25 day of January, 1993.

Esther Cente Crescenzi

CLEAKE.

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 pg. 0313

Expedited Fee Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Rec. Fee (Merger, Consol.) Rec. Fee (Merger, Consol.) Rec. Fee (Dissolution) Rec. Fee (Revival) Cert. of Qualification Cert. of Qual. or Reg. Foreign Name Registration Certified Copy Penalty For. Supplemental Cert. Foreign Resolution Certificate of Conveyance  Certificate of Merger/Transfer  Special Fee For. Limited Partnership  Organ. & Capitalization Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment) Change of Name Change of Resident Agent Change of Resident Ag	OCOME	NT CODE _			Close	Stock	Nonstack
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ARTICLES OF ORGANIZATION CRESCENZI HOMES, LLC

> 15 PG. 0319 BOOK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION A . M. AS IN CONFORMITY 9:04 28, 1993 AT OF MARYLAND JANUARY WITH LAW AND ORDERED RECORDED.

RECORDING FEE PAID: ORGANIZATION AND CAPITALIZATION FEE PAID: 50.00

W3584505

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, IIAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: COUNCIL, BARADEL, KOSMERL POST OFFICE BOX 2289 MD 21404 ANNAPOLIS

14803066021

A 413379



RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

## ARTICLES OF ORGANIZATION

TRACKING TECHNOLOGIES INTERNATIONAL, LL

#### THIS IS TO CERTIFY:

FIRST: I, the undersigned, David Benson Rowland, whose post office address is 826 Monroe Avenue, Hagerstown, MD 21740; being at least twenty-one (21) years of age, do hereby associate myself as organizer with the intention of forming a Limited Liability Company under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Limited Liability Company (which is hereinafter called the LLC) is Tracking Technologies International, LLC.

THIRD: The purposes for which the LLC is formed are as follows:

To develop and market security and lifesaving devices.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The aforegoing enumeration of the purposes, objects and business of the LLC is made in furtherance, and not in limitation of the powers conferred upon the LLC by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the LLC.

FOURTH: The post office address of the principal office of the LLC in this State is 670 Americana Drive #22, Annapolis, MD 21403. The name and post office address of the Resident Agent of the LLC in this State is David Benson Rowland, 826 Monroe Avenue, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: Pursuant to Section 4A-402 of the Annotated Code of Maryland, members will enter into an operating agreement to regulate or establish any aspect of the affairs of the limited liability company or the relations of its members.



SIXTH: The number of directors of the LLC shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the LLC, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: David Benson Rowland.

SEVENTH: The board of directors of the LLC is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: Unless sooner terminated, the LLC shall continue until the close of business thirty (30) years from the date set forth below and be a Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization this 7th day of JAWURY, 1993.

Dancy & Hors

David Benson Rowland

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this \_\_\_\_\_ day of \_\_\_\_\_\_\_, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David Benson Rowland and acknowledged the execution of the aforegoing Articles of Organization to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 4-1-93

WILLIAM DONALD SCHAEFER Governor

APPROVED BY:

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 PG. 0322

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20	Organ. & Capitalization				
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51 52 53	Rec. Fee (Amendment)				
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ARTICLES OF ORGANIZATION TRACKING TECHNOLOGIES INTERNATIONAL, LLC

800K 15 PG. 0323

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY

29, 1993 AT 12:53 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

50.00

W3589066

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: SNYDER ATTORNEYS AT LAW 28 JONATHAN ST. MD 21740 HAGERSTOWN

> > 151C3066398

**A** 413563



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.



# ARTICLES OF ORGANIZATION OF INTERIOR CONSULTANTS, LLC

#### THIS IS TO CERTIFY THAT:

FIRST: We, the undersigned two or more persons, being at least eighteen (18) years of age, do hereby form a Limited Liability Company under the Laws of the State of Maryland by the execution and filing of these Articles of Organization.

SECOND: The name of the Organization is: INTERIOR CONSULTANTS, LLC.

THIRD: The purposes for which the Organization is formed are as follows:

- (a) Consultants in interior design and decorating;
- (b) To earry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the hereinstated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Limited Liability Company is made in furtherance, and not in limitation, of the powers conferred upon the Limited Liability Company by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Limited Liability Company.

The Limited Liability Company is hereby authorized to engage in any other lawful activity for which limited liability companies may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Limited Liability Company in Maryland is 419 Fourth Street, Annapolis, Maryland 21403. The name and post office address of the resident agent of the Corporation in Maryland is C. Edward Hartman, III, Hartman and Crain, 2660 Riva Road, Fourth Floor, Annapolis, Maryland 21401-7333. Said resident agent is an adult eitizen of Maryland and presently resides therein.

FIFTH: The term of the Limited Liability Company begins upon recordation hereof and ends on the first to happen of the following events:

(a) January 1, 2092



STATE DEPARTMENT OF ASSESSMENTS 30333131

APPROVED FOR NECORD

02-02-93 at 2:23 .m.

800K 15 PG 0325

(b) Any act causing dissolution and/or termination under the Maryland Limited Liability Company Act, unless inconsistent with the provisions of the Operating Agreement lawfully providing to the contrary.

SIXTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Limited Liability Company and any of the members thereof:

- (a) The management of the Limited Liability Company is reserved to the members of the company, and the authority of members to act for the Limited Liability Company solely by virtue of their being members, is limited. Members' authority is set forth in the Operating Agreement.
- member may be involved, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Limited Liability Company, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a member or any firm in which a member is involved is so interested, such fact shall be disclosed to or shall have been known by the members of the Limited Liability Company or a majority thereof, and any member of the Limited Liability Company who is so involved, may be counted in determining the existence of a quorum at the meeting of the members of the Limited Liability Company which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction.
- (c) The Limited Liability Company reserves the right to amend its Articles of Organization so that such amendment may alter the contract rights, as expressly set forth in the Articles of Organization, even though such rights are substantially adversely affected, and any objecting member whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting member in the ease of a consolidation or merger, and, as long as all members are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

IN WITNESS WHEREOF, we have signed these Articles of Organization on this 25 day of 1993.

WITNESS:

Ruth Ann Hunt

Seal

(SEAL)

BOOK 15 PS. 0326

STATE OF MARYLAND COUNTY OF HARFARD, to wit:

I HEREBY CERTIFY that on this 25 day of 50, 1993, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RUTH ANN HUNT and JANET M. LEVENGOOD, who acknowledged the aforegoing Articles of Organization to be their act.

AS WITNESS my hand and Notarial Scal.

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF MARYLAND My Commission Expires March 19, 1996

2EH30974.ART

WILLIAM DONALD SCHAEFER Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



### Department of Assessments and Taxation CHARTER DIVISION

Room 809

301 West Preston Street Baltimore, Maryland 21201

BOOK

15 pg. 0327

DOCUM	ENT CODE	40 W BUSINESS COI	DE		COUNTY	52
#		P.A Religion	ıs _	Close	Stock	Nonstock
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ODE	AMOUNT	FEE REMITTED				
0		Expedited Fee	(New	Name)		
0		Organ. & Capitalization				
1 2		Rec. Fee (Arts. of Inc.) Rec. Fee (Amendment)				
3		Rec. Fee (Merger, Consol.)				
4		Rec. Fee (Transfer)				
55		Rec. Fee (Dissolution)	_	Change o	f Name	
6		Rec. Fee (Revival)			f Principal (	
0		Foreign Qualification			f Resident Ag	•
1		Cert. of Qual. or Reg. Foreign Name Registration	_	Change o	f Resident Ag	gent
3		Certified Copy			ion of Reside	ent Agent
6		Penalty	_		ion of Reside	
4		For. Supplemental Cert.		and Resi	dent Agent's	Address
3		Foreign Resolution		Other C	hange	
3		Certificate of Conveyance				
6		Certificate of Merger/Transfer				
5		Special Fee				
10		For. Limited Partnership				
3		Cert. Limited Partnership		CODE		
4		Amendment to Limited Partnership			_	
5		Termination of Limited Partnershi	P			
1		Recordation Tax		(	C1	(
2		State Transfer Tax Local Transfer Tax		Hartm	· Zauver	.Cl
11		Corp. Good Standing		Hartin	an TT	T
IA		Foreign Corp. Registration		100		
17		Limited Part. Good Standi	ng			
1		Financial				
00		Property Reports and Pers		MAIL TO ADDR	FOR HORF	tanan
		late filing penalties				
0		Change of P.O., R.A. or R.A.A.		and Cr	our all	Ornow
1		Amend/Cancellation, For. Limited	Part			J
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8		LLC Amend, Diss, Continuation LLC Cancellation		Car sear	2000 K	Mr.
6		Reg. Foreign LLC		Kond-	The both	Il For
4		Foreign LLC Supplemental				1
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		Other		1	21	401-73
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	Docu	uments on checks				7494-790
	APPROVED	BY:				

ARTICLES OF ORGANIZATION
OF
INTERIOR CONSULTANTS, LLC

BOOK 15 PG, 0328

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 2, 1993 AT 8:23 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:

C. EDWARD HARTMAN, III

2660 RIVA RD., 4TH FLOOR
ANNAPOLIS

MD 21401 7333

153C3066784

A 414015



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

7,194 1201

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### ARTICLES OF ORGANIZATION

STATE DEPARTMENT OF ASSUSSMENTS APPROVED FOR PAYMENT 15 Ph 0329 BOOK PROGRESSIVE MANAGEMENT SERVICES, LLC

> JACQUELINE K. FORBES, KIMBERLY J. QUILLET and HOLLY E. HUTCHINS, desiring to form a limited liability company for the purposes set forth herein pursuant to the provisions of the Maryland Limited Liability Company Act, do state as follows:

- Name. The name of the limited liability company is PROGRESSIVE MANAGEMENT SERVICES, LLC.
- The period of duration of Progressive Duration. Management Services, LLC is forty-five (45) years from the date of filing of these Articles of Organization with the Department of Assessments and Taxation of the State of Maryland, unless sooner dissolved as provided by statute.
- The purposes for which Progressive Purpose. Management Services, LLC is formed are as follows:
  - To perform, provide and conduct general business services, including, but not limited to, word processing services, bookkeeping services, transcribing services and psychological evaluations; and to do all things incidental and necessary to the accomplishment of such business services.
  - To do any and all other acts or things which may be necessary or incidental to the carrying out of any or all of the foregoing powers or of the proper transaction of the business which may be incidental to or in furtherance of the said business or any branch or part thereof.
- Principal Place of Business and Resident Agent. The address of the principal place of business of Progressive PC:Docs:2545

### 800K 15 PG. 0330

Management Services, LLC is 8575 Main Avenue, Pasadena, Maryland 21122. The name and address of its resident agent is Jacqueline K. Forbes, 1129 Double Chestnut Court, Baltimore, Maryland 21226.

Jacqueline K. Forbes, Kimberly J. Quillet and Holly E. Hutchins have signed these Articles of Organization for Progressive Management Services, LLC this 29th day of January, 1993, and acknowledge these Articles of Organization to be their act.

Jacqueline K. Forbes

Kimberly J. Quillet

Waller E. Hytchins

FJT:dlp:1

2

PC:Docs:2545

WILLIAM DONALD SCHAEFER-Governor

APPROVED BY: \_

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PG 0331

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DE	AMOUNT	FEE REMITTED	
32			
)			New Name)
0		Organ. & Capitalization	
1		Rec. Fee (Arts. of Inc.)	
2		Rec. Fee (Amendment)	
3		Rec. Fee (Merger, Consol.) Rec. Fee (Transfer)	
4 5		Rec. Fee (Dissolution)	Change of Name
5 6		Rec. Fee (Revival)	Change of Principal Office
2		Foreign Qualification	Change of Resident Agent
0		Cert. of Qual. or Reg.	Change of Resident Agent
1		Foreign Name Registration	Address
3		Certified Copy	Resignation of Resident Agent
6		Penalty	Designation of Resident Agent
4		For. Supplemental Cert.	and Resident Agent's Address
3		Foreign Resolution	Other Change
3		Certificate of Conveyance	
6		Certificate of Merger/Transfer	
		Special Fee	
'5 30		For. Limited Partnership	
33		Cert. Limited Partnership	CODE
34		Amendment to Limited Partnership	
35		Termination of Limited Partnershi	p
21		Recordation Tax	
22		State Transfer Tax	ATTENTION:
23		Local Transfer Tax	Freddie Q. Tran
31		Corp. Good Standing	Freddill J. Mais
A		Foreign Corp. Registration	
37		Limited Part. Good Standi	ng
11		Financial Pers	onal
600		Property Reports and	/
		late filing penalties	THE TO ADDRESS, THE TOTAL PROPERTY OF THE PARTY OF THE PA
70		Change of PO RA or RAA	triedman + thied
91		Amend/Cancellation. For. Limited	Part. Mercantile Bank &
99	50	Art. of Organization (LLC)	
98		LLC Amend, Diss, Continuation	Suite 900
97		LLC Cancellation	1100:11
96		Reg. Foreign LLC	409 Washington
94	50	Foreign LLC Supplemental	T $M$ $N$
92		LLC Good Standing (short	1) Towson, Md 2120
		Other	49
TOTAL FEES			

ARTICLES OF ORGANIZATION

OF

PROGRESSIVE MANAGEMENT SERVICES, LLC.

BOOK 15 PG. 0332

APPROVED AND	RECEIVED FOR RE	CORD E	BY THE S	TATE D	DEPA	RTMENT C	F ASSESSMENT	S AND TAXATION
OF MARYLAND	FEBRUARY	3,	1993	AT		8:42	O.CFOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	DED.						
							<u> </u>	
ORGANIZATION A					CORDINE PAID			SPECIAL FEE PAID:

W3592649

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

50.00

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED. APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: FRIEDMAN & FRIEDMAN, LAW OFFICES
FREDDIE J. TRAUB
STE. 900, 409 WASHINGTON AVE.
TOWSON MD 21204 4906

153C3066785

747171

**A** 414016



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

APPROVED FOR RECORD

Articles of Organization of PC Towne Square LLC

THESE ARTICLES OF ORGANIZATION (hereinafter referred to as these "Articles") are made this <u>also</u> day of <u>December</u>, 19<u>42</u>, by Robert M. Ercole.

#### EXPLANATORY STATEMENT

Robert M. Ercole, an authorized agent of two or more persons desiring to organize a limited liability company under and pursuant to the provisions of the Maryland Limited Liability Company Act (Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland) (hereinafter referred to as the "Act"), hereby organizes a limited liability company for the purposes and on the terms and conditions hereinafter set forth (the "Company"), and hereby certifies to the Maryland State Department of Assessments and Taxation as follows:

- 1. The name of the Company shall be PC Towne Square LLC.
- 2. The latest date upon which the Company shall be dissolved and its affairs wound up is December 31, 2042.
- 3. The purposes for which the Company are formed are as follows: (a) to own or invest in and to develop certain real property located in Prince William County, Virginia and (b) to do any and all things necessary, convenient or incidental to the foregoing.
- 4. The address of the principal office of the Company is c/o Osprey Investment Company, 2661 Riva Road, Building 700, Suite 2, Annapolis, Maryland 21401. The name and address of the resident agent of the Company is Robert M. Ercole, Esq., Neuberger, Quinn, Gielen & Rubin, Equitable Bank Tower II, 100 South Charles Street, Baltimore, Maryland 21201.
- 5. The relations of the members and the affairs of the Company shall be governed by the Act as well as a written operating agreement which may be amended from time to time as set forth therein.
- 6. As permitted in Section 4A-401(a)(3) of the Act, the authority of members to act for the Company solely by virtue of their being members is limited and is as set forth in the operating agreement of the Company.

30348271

SO & V E= 334 E661

(pow\twnarts.org)

### BOOK 15 PG. 0334

IN WITNESS WHEREOF, the undersigned acknowledges that these Articles of Organization are its act, and further acknowledges, under penalties of perjury, to the best of its knowledge, information and belief, that it has been authorized by the persons forming the Company to execute these Articles and that the matters and facts set forth herein are true in all material respects, and that it has executed these Articles of Organization under seal as of the day and year first above written.

WITNESS:

Debra J. Mc Mullen Adus M. Gub

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON Administrator

Qm.



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK 15 PG. 0335

OCUMENT CODE		
<b>4</b>	P.A Religious	Close Stock Nonstock
Merging (Transferor) _	Su (T	rviving ransferee)
CODE AMOUNT	FEE REMITTED	
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20	Organ. & Capitalization Rec. Fee (Arts. of Inc.)	
61	Rec. Fee (Arts. of Inc.) — Rec. Fee (Amendment)	
62	Rec. Fee (Merger, Consol.)	
64	Rec. Fee (Transfer)	C Name
65	Rec. Fee (Dissolution)	Change of Name Change of Principal Office
66	Rec. Fee (Revival)	Change of Principal Office  Change of Resident Agent
52	Foreign Qualification	Change of Resident Agent
61	Cert. of Qual. or Reg. Foreign Name Registration	Address
51	Certified Copy	Resignation of Resident Agent
13	Penalty	Designation of Resident Agent
54	For. Supplemental Cert.	and Resident Agent's Address
53	Foreign Resolution	Other Change
73	Certificate of Conveyance	
76	Certificate of Merger/Transfer	
75	Special Fee	
80	For. Limited Partnership	CODE_043_
83	Cert. Limited Partnership	CODE_O_I
84	Amendment to Limited Partnership Termination of Limited Partnership	
85	Recordation Tax	Relient m 975
21	State Transfer Tax	ATTENTION: Robert M. Erca
22	Local Transfer Tax	
31	Corp. Good Standing	
NA	Foreign Corp. Registration	ng
31 NA 87 71	Limited Part. Good Standi	119
71	Financial Pers	ona1
600	Property Reports and	
	late filing penalties	
70	Change of P.O., R.A. or R.A.A.	Pant
91	Amend/Cancellation, For. Limited	Part.
99 50	Art. of Organization (LLC)	
98	LLC Amend, Diss, Continuation LLC Cancellation	•
97 96 94	Reg. Foreign LLC	
96	Foreign LLC Supplemental	
94	LLC Good Standing (short	.)
32	Other	
TOTAL C	$\wedge$	
FEES	Check Cash	NOTE:
	Check Cash	NOTE: 고스당수

ARTICLES OF ORGANIZATION PC TOWNE SQUARE LLC

BOOK 15 PG. 0336

APPROVED AND	RECEIVED FOR RE	CORD B	Y THE S	TATE DE	EPARTMENT O	F ASSESSMENT	S AND TAXATION
OF MARYLAND	FEBRUARY	3,	1993	AT	9:05	O,CFOCK	A • M. AS IN CONFORMITY
WITH LAW AND	ORDERED RECORD	ED.					

ORGANIZATION AND APITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL EEE PAID:
i	s 50.00	s
	u3592474	_

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

> RETURN TO: ROBERT M. ERCOLE NEUBERGER, QUINN, GIELEN & RUBIN, 100 S. CHARLES ST. BALTIMORE

MD 21201



153C3066768

A 414004

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3484 1136

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

THESE ARTICLES OF ORGANIZATION (hereinafter referred to as these "Articles") are made this also day of Dea and 1914, by Robert M. Ercole.

#### EXPLANATORY STATEMENT

Robert M. Ercole, an authorized agent of two or more persons desiring to organize a limited liability company under and pursuant to the provisions of the Maryland Limited Liability Company Act (Title 4A of the Corporations and Associations Article of the Annotated Code of Maryland) (hereinafter referred to as the "Act"), hereby organizes a limited liability company for the purposes and on the terms and conditions hereinafter set forth (the "Company"), and hereby certifies to the Maryland State Department of Assessments and Taxation as follows:

- The name of the Company shall be PC Apartments LLC.
- The latest date upon which the Company shall be dissolved and its affairs wound up is December 31, 2042.
- The purposes for which the Company are formed are as (a) to own or invest in and to develop certain real property located in Prince William County, Virginia and (b) to do any and all things necessary, convenient or incidental to the foregoing.
- The address of the principal office of the Company is c/o Osprey Investment Company, 2661 Riva Road, Building 700, Suite 2, Annapolis, Maryland 21401. The name and address of the resident agent of the Company is Robert M. Ercole, Esq., Neuberger, Quinn, Gielen & Rubin, Equitable Bank Tower II, 100 South Charles Street, Baltimore, Maryland 21201.
- The relations of the members and the affairs of the Company shall be governed by the Act as well as a written operating agreement which may be amended from time to time as set forth therein.
- As permitted in Section 4A-401(a)(3) of the Act, the authority of members to act for the Company solely by virtue of their being members is limited and is as set forth in the operating agreement of the Company.

30348270

103 V E-1 35 3601



(pow\APMTarts.org)

D. E

CLERK

After M Gent (SEAL)

IN WITNESS WHEREOF, the undersigned acknowledges that these Articles of Organization are its act, and further acknowledges, under penalties of perjury, to the best of its knowledge, information and belief, that it has been authorized by the persons forming the Company to execute these Articles and that the matters and facts set forth herein are true in all material respects, and that it has executed these Articles of Organization under seal as of the day and year first above written.

WITNESS:

(pow\APMTarts.org)

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES Director

PAUL B. ANDERSON Administrator



# Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

BOOK

15 pg. 0339

		P.A Relig	ious	Close	_ Stock Nonst
erging Transf	eror)		Survivin (Transfe	g ree)	
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-		Organ. & Capitalization			
_		Rec. Fee (Arts. of Inc.)			
_		Rec. Fee (Amendment)			
		Rec. Fee (Merger, Consol.)			
_		Rec. Fee (Transfer)		01-	£ Namo
		Rec. Fee (Dissolution)		_ Change o	
		Rec. Fee (Revival)	-		f Principal Office f Resident Agent
2 .		Foreign Qualification	-		f Resident Agent
0 .		Cert. of Qual. or Reg.		Change o	Nes Idelic Agent
1 .		Foreign Name Registration			ion of Resident Age
3 .		Certified Copy	-	Designat	ion of Resident Age
6 .		Penalty For. Supplemental Cert.		and Resi	dent Agent's Address
		Foreign Resolution		Other C	hange
3 3		Certificate of Conveyance			
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76		Certificate of Merger/Transfe	r		
		2 2 2 5 2			
		Special Fee		0116	
30		For. Limited Partnership		CODE 043	
30 33		For. Limited Partnership Cert. Limited Partnership	hio	CODE 043	
30 33 34		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners	hip	CODE 043	0
30 33 34 35		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne	hip	CODE <u>043</u>	- Bolint M
30 33 34 35 21		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax	hip rship	CODE 043	- Robert M.
30 33 34 35 21		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne	hip rship		Robert M.
30 33 34 35 21 22 23		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing	hip rship		Bobert M.
30 33 34 35 21 22 23		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration	hip rship	ATTENTION:_	Robert M.
30 33 34 35 21 22 23 31		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St	hip rship	ATTENTION:_	Robert M.
30 33 34 35 21 22 23 31 NA		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial	hip rship anding	ATTENTION:_	Robert M.
30 33 34 35 21 22 22 33 31 NA 87		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial	hip rship anding Personal	ATTENTION:_	
30 33 34 35 21 22 22 33 31 NA 87		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial Property Reports and	hip rship anding Personal	ATTENTION:_	Robert M.
30 33 34 35 21 22 23 31 NA 87 71 600		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties	hip rship anding Personal	ATTENTION:_	
30 33 34 35 21 22 23 31 NA 87 71 600		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.A.	hip rship anding Personal	ATTENTION:_	
30 33 34 35 21 22 23 31 NA 87 71 600		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.A Amend/Cancellation, For. Lim	hip rship anding Personal	ATTENTION:_	
30 33 34 35 21 22 23 31 NA 87 71 600		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.A Amend/Cancellation, For. Lim Art. of Organization (LLC)	hip rship anding Personal	ATTENTION:_	
30 33 34 35 21 22 23 31 NA 87 71 600		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partne Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.A Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation	hip rship anding Personal	ATTENTION:_	
30 33 84 85 21 22 23 31 NA 87 71 600 70 91 99 98 97		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A. A Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation	hip rship anding Personal	ATTENTION:	
96		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A. Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC	hip rship anding Personal	ATTENTION:  Grade  MAIL TO ADDI	RESS:
80 83 84 85 21 22 23 31 NA 87 71 600 70 91 99 98 97 96 94		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A.A Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC Foreign LLC Supplemental	hip rship anding Personal	ATTENTION:  Grade  MAIL TO ADDI	RESS:
80 83 84 85 21 22 23 31 NA 87 71 600 70 91 99 98 97 96		For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partners Termination of Limited Partner Recordation Tax State Transfer Tax Local Transfer Tax Corp. Good Standing Foreign Corp. Registration Limited Part. Good St Financial  Property Reports and late filing penalties Change of P.O., R.A. or R.A. Amend/Cancellation, For. Lim Art. of Organization (LLC) LLC Amend, Diss, Continuation LLC Cancellation Reg. Foreign LLC	hip rship  anding Personal A. nited Part.	ATTENTION:  Grade  MAIL TO ADDI	RESS:

APPROVED BY: \_\_\_\_\_ checks

ARTICLES OF ORGANIZATION
OF
PC APARTMENTS LLC

BOOK 15 PG. 0340

OE MADVI AND	FEBRUARY	3.	1993	AT	9:07	O'CLOCK	A . M. AS IN CONFORMITY
OF MARILAND							
WITH LAW AND	ORDERED RECORD	DED.					

W3592482

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

50.00

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON. HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: ROBERT M. ERCOLE
NEUBERGER, QUINN, GIELEN & RUBIN,
100 S. CHARLES ST.
BALTIMORE MD 21201

153C3066769

A 414005



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

3464 1130

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

#### ARTICLES OF ORGANIZATION OF CONSTRUCTION & DESIGN, LLC

The undersigned, desiring to form a Limited Liability Company, in accordance with the laws of State of Maryland, and for the purposes hereinafter set forth, do hereby make these Articles of Organization and hereby certify:

1. NAME. The name of the Company shall be:

#### CONSTRUCTION & DESIGN, LLC

- DURATION. The duration of the company shall be thirty (30) years from the date that these Articles of Organization are filed.
- 3. PURPOSES. The purposes for which the company is organized shall include:

To engage in the business of design, building, construction, and rehabilitation of residential and commercial properties and the interior decoration and design of these and other properties, and

To engage in and to do any lawful act concerning any or all lawful business for which Limited Liability Companies may be formed under Maryland law.

- 4. PRINCIPAL PLACE OF BUSINESS. The address and principal place of the Company is: 715 202nd Street, Pasadena, Maryland 21126.
- NAME AND ADDRESS OF REGISTERED AGENT. The name and address of the registered agent of the Company is: Jane E. Russo, 207 202nd Street, Pasadena, Maryland 21122.
- 6. INTERNAL AFFAIRS. The internal affairs of the Company are set forth in the Operating Agreement of the Company, which shall be provided to all present and subsequent Members of the Company, and shall govern the operation of the Company and its various Members.

DATED this / day of February, 1993.

CHAPDELAINE & DAVIS. CHARTERED ATTORNEYS & COUNSELORS AT LAW NEW BOWIE TOWN CENTER 4329 NORTHVIEW DRIVE BOWIE, MARYLAND 20716 (301) 262-3600

D. E.

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION

30438449

3489 0319

APPROVED FOR RECORD

12:110.m.

STATE OF MARYLAND )
COUNTY OF ANNE ARUNDEL ) SS:

· BOOK 15 PG. 0342

Subscribed and sworn to before me, a Notary Public, by Jane E.

Russo, on this day of February, 1993.

CON DUBLIC

NOTARY PUBLIC

My Commission expires:

6 23 96

My Comm. Exps. June 23, 1996

GEORGES

CHAPDELAINE
& DAVIS.
CHARTERED
ATTORNEYS & COUNSELORS
AT LAW
NEW BOWIE TOWN CENTER
4329 NORTHVIEW DRIVE
BOWIE, MARYLAND 20716
(301) 262-3600

### ARTICLES OF ORGANIZATION OF CONSTRUCTION & DESIGN, LLC

The undersigned, desiring to form a Limited Liability Company, in accordance with the laws of State of Maryland, and for the purposes hereinafter set forth, do hereby make these Articles of Organization and hereby certify:

1. NAME. The name of the Company shall be:

#### CONSTRUCTION & DESIGN, LLC

- 2. <u>DURATION</u>. The duration of the company shall be thirty (30) years from the date that these Articles of Organization are filed.
- 3. <u>PURPOSES</u>. The purposes for which the company is organized shall include:

To engage in the business of design, building, construction, and rehabilitation of residential and commercial properties and the interior decoration and design of these and other properties, and

To engage in and to do any lawful act concerning any or all lawful business for which Limited Liability Companies may be formed under Maryland law.

- 4. PRINCIPAL PLACE OF BUSINESS. The address and principal place of the Company is: 715 202nd Street, Pasadena, Maryland 21126.
- 5. NAME AND ADDRESS OF REGISTERED AGENT. The name and address of the registered agent of the Company is: Jane E. Russo, 207 202nd Street, Pasadena, Maryland 21122.
- 6. <u>INTERNAL AFFAIRS</u>. The internal affairs of the Company are set forth in the Operating Agreement of the Company, which shall be provided to all present and subsequent Members of the Company, and shall govern the operation of the Company and its various Members.

DATED this May of February, 1993.

CHAPDELAINE & DAVIS, CHARTERED ATTORNEYS & COUNSELORS AT LAW NEW BOWIE TOWN CENTER 4329 NORTHVIEW DRIVE BOWIE, MARYLANO 20716 (301) 262:3600

JANE E. RUSSO, Its Organizer

15 m. 0344 BOOK

STATE OF MARYLAND COUNTY OF ANNE ARUNDEL ) SS:

Subscribed and sworn to before me, a Notary Public, by Jane E.

Russo, on this 107 day of February, 1993.

THEIS

NOTARY PUBLIC

My Commission expires:

My Comm. Exps. June 23, 1996

GEORGE'S

CHAPDELAINE & DAVIS, CHARTERED ATTORNEYS & COUNSELORS
AT LAW
NEW BOWIE TOWN CENTER
4329 NORTHVIEW DRIVE
BOWIE, MARYLAND 20716 (301) 262-3600

WILLIAM DONALD SCHAEFER · Governor

LLOYD W. JONES Director

PAUL B. ANDERSON

Administrator

APPROVED BY: \_\_\_\_



#### Department of Assessments and Taxation CHARTER DIVISION

Room 809 301 West Preston Street Baltimore, Maryland 21201

EOOK

15 PG. 0345

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ARTICLES OF **ORGANIZATION**OF
CONSTRUCTION & DESIGN, LLC

BOOK 15 PG. 0346

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 12, 1993 AT 12:11 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING

SPECIAL

s\_\_\_\_\_

50.00

s\_\_\_\_\_

W3611308

TO THE CLERK OF THE COURT OF

ANNE ARUNDEL COUNTY

IT IS HEREBY CERTIFIED. THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN 10: CHAPDELAIN & DAVIS CHARTERED 4329 NORTHVIEW DRIVE BOWIE MD 20716

MARYLA MARYLA

160C3067900

A 414894

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

# **END**